

Notice of Annual General Meeting 2021

30 April 2021



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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised adviser.

If you have sold or otherwise transferred all your shares in the Company, please forward this document and accompanying documents (except for any personalised form of proxy) to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Part I

Rotork plc (the 'Company')

(Incorporated and registered in England and Wales under number 00578327)

Registered Office:

Rotork House
Brassmill Lane
Bath
BA1 3HZ

To ordinary shareholders and, for information only, preference shareholders and information rights holders

NOTICE OF ANNUAL GENERAL MEETING 2021

Dear Shareholder

I am writing to inform you that the Company's Annual General Meeting (AGM) will be held at 12.00 noon on Friday, 30 April 2021. The formal Notice of Meeting and resolutions to be proposed are set out in Part II of this document.

The AGM is an important event in the Company's corporate calendar and is the Board's opportunity to present to you the Company's performance and strategic priorities, to listen to and answer your questions, as well as to pass the necessary resolutions for the conduct of the business and affairs of the Company. Our preference had been to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. However, the Board takes the well-being of its employees, customers and shareholders very seriously and, in light of the continuing social distancing measures which are required in response to the ongoing COVID-19 pandemic, it is proposed that the AGM will be held with the minimum attendance required to form a quorum. At the time of writing, shareholders will not be permitted to attend the AGM in person, but can be represented by the Chair of the meeting acting as their proxy. We hope that you will understand that, in these exceptional circumstances, we will be using this format so as to comply with the UK Government's guidelines to protect the health and wellbeing of our shareholders, employees and the wider community. We will, however, make arrangements to ensure that the legal requirements for the AGM can be satisfied. At least two director shareholders will be present at Rotork's offices at Rotork House, Brassmill Lane, Bath, BA1 3HZ.

Shareholder Engagement

Given these restrictions, the Board has put in place a dial-in facility for shareholders to listen to the AGM proceedings by phone by dialling 0800-051-3810 and entering the following access code: 183 708 2172. Shareholders dialling in will not be counted as being present at the meeting and, therefore, will not be able to speak or ask questions. For further information, please contact CompanySecretary@rotork.com.

Shareholders may submit questions in advance of the AGM which myself, as Chairman, or another director of the Company will endeavour to answer during the meeting and we may group questions together when doing so. If you have any questions, please send them by no later than 10.00 a.m. on Friday, 23 April to CompanySecretary@rotork.com, together with your Investor Code (IVC), which can be found on your share certificate. Unfortunately, it will not be possible to ask questions during the meeting.

The Company will publish these questions and the Company's responses on the Company's website (<https://www.rotork.com/en/investors/shareholder-information/aggm>) as soon as practicable after the AGM.

The business of the AGM includes our regular resolutions. In addition to these, we are seeking shareholders' approval to update our articles of association (the 'New Articles'). The New Articles reflect developments in market practice and some minor changes of a clarifying nature. The existing articles of association (the 'Existing Articles') were last amended by the Company by special resolution passed on 24 April 2015. Details of the principal changes being proposed in the New Articles and an explanation of the effect of the proposed amendments, are summarised in Appendix 2 to this notice.

Voting

As shareholders will not be able to attend the AGM in person, we strongly encourage all shareholders to vote on the resolutions being put to the meeting by appointing me, the Chair of the meeting, as your proxy and giving your voting instructions, either using the enclosed Form of Proxy or electronically. Detailed voting information is set out in Part IV of this notice.

All resolutions put to the AGM will be voted on by way of a poll. Your Board considers this to be a more democratic method of voting as it allows the votes of those ordinary shareholders who are unable to attend the AGM in person to be taken into account. The results of the voting on the resolutions proposed at the AGM will be announced to the London Stock Exchange as soon as possible after the conclusion of the meeting.

Voting Recommendation

Your Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board recommends all shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own shares totalling 903,434 shares.

Should circumstances change before the time of the AGM, we want to ensure that we are able to adapt arrangements and to welcome shareholders to the AGM within safety constraints and in accordance with UK Government guidelines. Should we consider that it has been possible to do so, we will notify shareholders of the change by means of an RNS as early as possible before the date of the meeting.

Shareholders are advised to check the Company's website for any changes to these arrangements.

Yours sincerely

Martin Lamb

Chairman
30 March 2021

Part II

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Rotork plc (the Company) will be held at Rotork House, Brassmill Lane, Bath, BA1 3HZ on Friday 30 April 2021 at 12 noon to consider, and if thought fit, pass the following resolutions.

Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions. Resolutions 14 to 19 (inclusive) will be proposed as special resolutions.

Ordinary Resolutions

Report and accounts

1. To receive the Company's annual report and audited accounts for the financial year ended 31 December 2020 together with the reports of the directors and auditor.

Final dividend

2. To declare a final dividend of 6.3p per ordinary share for the year ended 31 December 2020 payable on 21 May 2021 to shareholders on the register at close of business on 9 April 2021.

Approval of directors' remuneration report

3. To approve the Directors' Remuneration Report as set out on pages 110 to 137 of the Company's annual report and accounts for the financial year ended 31 December 2020.

Re-election of directors

4. To re-elect AC Andersen as a director of the Company.
5. To re-elect TR Cobbold as a director of the Company.
6. To re-elect JM Davis as a director of the Company.
7. To re-elect PG Dilnot as a director of the Company.
8. To re-elect KG Hostetler as a director of the Company.
9. To re-elect MJ Lamb as a director of the Company.
10. To elect JE Stipp as a director of the Company.

Auditor re-appointment

11. To re-appoint Deloitte LLP as Auditor to hold office until the conclusion of the next AGM at which accounts are laid before the Company.

Auditor remuneration

12. To authorise the Audit Committee (for and on behalf of the Board of Directors) to determine the Auditor's remuneration.

Authority to allot shares

13. THAT:

- (a) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company (the 'Rights') up to a maximum nominal amount of £1,456,745;
- (b) in addition to the amount referred to in paragraph (a) above, the directors be and are generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all powers of the Company to allot equity securities (within the meaning of section 560(1) of the Act) or grant Rights up to a maximum nominal amount of £1,456,745 in connection with a rights issue to:

- (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
- (ii) holders of other equity securities of any class if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may make such exclusions or other arrangements as they consider necessary or expedient in relation to equity securities as defined in section 560(3) of that Act (sale of treasury shares), fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (c) the authorities conferred by paragraphs (a) and (b) above, shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 29 July 2022, except that the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after it expires and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if this authority had not expired; and
- (d) all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special Resolutions

General authority to disapply pre-emption rights

14. THAT:

- (a) the directors be given power:
 - (i) subject to the passing of resolution 13 to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and/or
 - (ii) to sell equity securities as defined in section 560(3) of that Act (sale of treasury shares) (the 'Treasury Shares') for cash,

in either case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- (A) to an allotment of equity securities in connection with an offer (and in the case of an authority conferred by paragraph (b) of resolution 13 by way of a rights issue only), open for acceptance for a period fixed by the directors, to or in favour of:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares held by them on the relevant record date; and
 - (ii) holders of other equity securities if this is required by the rights attaching to those securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities;

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to Treasury Shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

(B) to the allotment of equity securities, or sale of the Treasury Shares, pursuant to the authority granted under resolution 13 (in each case otherwise than under paragraph (A) above) having, in the case of ordinary shares, a nominal amount, or in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding, in aggregate, £218,533;

(b) this power conferred by this resolution 14 shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 29 July 2022;

(c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted or Treasury Shares to be sold after it expires and the directors may allot equity securities or sell Treasury Shares in pursuance of such offer or agreement as if the power conferred by this resolution 14 had not expired.

Additional authority to disapply pre-emption rights (acquisitions/capital investments)

15. THAT:

- (a) in addition to any authority granted under resolution 14, the directors be given power:
- (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and/or
 - (ii) to sell equity securities as defined in section 560(3) of that Act (sale of treasury shares) (the 'Treasury Shares') for cash,

in either case as if section 561 of the Act did not apply to the allotment or sale, provided that this power conferred by this resolution shall be:

- (A) limited to the allotment of equity securities, or sale of Treasury Shares for cash, having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding, in aggregate, £218,533; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of his notice;

(b) this power conferred by this resolution 15 shall expire at the conclusion of the next AGM of the Company after the passing of

this resolution or, if earlier, at the close of business on 29 July 2022; and

(c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted or Treasury Shares to be sold after it expires and the directors may allot equity securities or sell Treasury Shares in pursuance of such offer or agreement as if the power conferred by this resolution 15 had not expired.

Authority to purchase own ordinary shares

16. THAT, in accordance with section 701 of the Companies Act 2006 (the 'Act'), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 (4) of the Act) of ordinary shares in the capital of the Company (the 'Ordinary Shares') on such terms and in such manner as the directors of the Company may determine provided that:

- (a) the maximum number of Ordinary Shares that may be purchased under this authority is 87,413,485;
- (b) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
 - (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- (c) the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 29 July 2022 unless renewed before that time; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

Authority to purchase own preference shares

17. THAT the Company be and it is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Preference Shares of the Company provided that:

- (a) the maximum number of Preference Shares hereby authorised to be acquired is 40,073 (being all the Preference Shares remaining in issue at the date of this notice);
- (b) the minimum price which may be paid for any such share is the nominal value of such share (exclusive of expenses);

Part II continued

- (c) the maximum price which may be paid for any such share shall be the higher of:
- (i) an amount equal to 105% of the average middle market quotations for a Preference Share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Preference Share is contracted to be purchased; and
 - (ii) £1.60; and
- (d) the authority hereby conferred shall expire on the conclusion of the AGM of the Company to be held in 2022, (or, if earlier, at the close of business on 29 July 2022), save that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require Preference Shares to be purchased by the Company after such expiry and the Company may purchase Preference Shares pursuant to any such offer or agreement notwithstanding such expiry.

Articles of Association

18. THAT with effect from the end of the meeting, the articles of association produced to the meeting and, for the purpose of identification, signed by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Notice period for general meetings

19. THAT a general meeting of the Company (not being an AGM) may be called on not less than 14 clear days' notice.

Sandra Forbes

Group General Counsel and Company Secretary (Interim)
30 March 2021

Registered Office

Rotork House
Brassmill Lane
Bath, BA1 3JQ

Registered Number: 00578327

Part III

Explanatory notes to the resolutions

Resolution 1

Report and accounts

The Directors are required to present to the meeting the annual report and accounts of the Company, which include the Directors' Report, the Strategic Report, the audited financial statements and the independent auditor's report for the year ended 31 December 2020 ('2020 Annual Report'). The Company's 2020 Annual Report was published and made available to shareholders on 30 March 2021.

Resolution 2

Final dividend

The Board proposes a final dividend of 6.3p per share for the year ended 31 December 2020. If approved, the recommended final dividend will be paid on 21 May 2021 to all shareholders who were on the Register of Members at the close of business on 9 April 2021.

Resolution 3

Approval of directors' remuneration report

Resolution 3 seeks shareholder approval for the annual report on remuneration and the annual statement by the Chair of the Remuneration Committee, which together form the Directors' Remuneration Report. The Directors' Remuneration Report can be found on pages 110 to 137 (inclusive) of the 2020 Annual Report. The Annual Report on Remuneration gives details of the implementation of the Company's current remuneration policy in terms of the payments and share awards made to the Directors in connection with their performance and that of the Company during the year ended 31 December 2020.

The Directors' remuneration policy was approved by shareholders at the AGM of the Company held on 24 April 2020 for a period of up to three years and is, therefore, not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again by no later than the AGM in 2023. A summary of the Directors' remuneration policy can be found on pages 120 to 124 of the 2020 Annual Report.

Resolution 4-10

Re-elections of directors

In accordance with the UK Corporate Governance Code, all directors will stand for election or re-election at the AGM this year with the exception of Sally James who is retiring from the Board upon completion of nine years' service. Janice Stipp, being a director appointed since the last AGM, is standing for election for the first time. It is the Board's view that the directors' biographies which are set out in Appendix 1, illustrate why each director's contribution is, and continues to be, important to the Company's long term sustainable success. Following a formal Board performance evaluation, the Board considers that each director seeking election or re-election continues to contribute effectively and to demonstrate commitment to his or her role. This consideration of effectiveness is based on, amongst other things, the business skills, industry experience, business model experiences and other contributions individuals may make (including diversity considerations), both as an individual and also in contributing to the balance of skills, knowledge and capability of the Board as a whole, as well as the commitment of time for Board and Committee meetings and other duties. Prior to the appointment of Janice Stipp, the Board reviewed her other appointments and is satisfied with her approach to managing her time commitments.

Each independent non-executive director's independence was determined by reference to the relevant provisions of the 2018 UK Corporate Governance Code. The Board also considers that each of the independent non-executive directors is independent in character and judgement and that there are no relationships or circumstances which

are likely to affect, or could appear to affect, their judgement. For each current independent non-executive director's selection, recruitment consultants were engaged to assist in conducting a thorough search to identify suitable candidates. The selection process involved, amongst other things, giving the recruitment consultants a detailed brief of the desired candidate profile against objective criteria and a rigorous process of interviews and assessments being carried out. The Nomination Committee was responsible in each case for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies.

Resolution 11

Auditor re-appointment

The Company is required to appoint auditors to serve until the next AGM at which accounts are laid before the Company. Deloitte LLP has indicated that it is willing to continue as the Company's Auditor for a further year. The Audit Committee has reviewed the effectiveness of Deloitte LLP and the effectiveness of Deloitte LLP's audit processes and recommends their re-appointment. Resolution 11 seeks shareholder approval for the re-appointment of Deloitte LLP as the Company's Auditor to hold office until the Company's next AGM.

Resolution 12

Auditor remuneration

Resolution 12 seeks shareholder approval for the Audit Committee (for and on behalf of the directors) to be authorised to determine the remuneration of the Auditor, Deloitte LLP.

Resolution 13

Authority to allot shares

At the AGM of the Company held in 2020, shareholders authorised the directors, under section 551 of the Companies Act 2006 (the 'Act'), to allot ordinary shares without the prior consent of shareholders for a period expiring at the conclusion of the next AGM of the Company after the passing of the resolution or, if earlier, at the close of business on 23 July 2021. It is proposed to renew this authority and to authorise the directors to allot ordinary shares or grant rights to subscribe for or convert any security into shares in the Company for a period expiring no later than 29 July 2022.

There is no statutory limit on the maximum nominal amount of the section 551 allotment authority under the Act but, under the Investment Association's guidelines, Investment Association members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, providing any amount in excess of one-third of existing issued shares should be applied to fully pre-emptive rights issues only.

Resolution 13 will allow the directors to allot: (i) ordinary shares up to a maximum nominal amount of £1,456,745 representing approximately one-third (33.33%) of the Company's existing issued ordinary share capital, calculated as at 17 March 2021 (being the latest practicable date prior to publication of this notice); and (ii) further equity securities (within the meaning of section 560(1) of the Act) up to a nominal amount of £1,456,745 representing one-third (33.33%) of the Company's existing issued ordinary share capital pursuant to a fully pre-emptive rights issues.

The directors have no present intention of exercising this authority save to satisfy options exercised under the Rotork Sharesave Plan.

Resolution 13 will be proposed as an ordinary resolution to renew this authority until the conclusion of the next AGM or, if earlier, the close of business on 29 July 2022.

Part III continued

Resolution 14

General authority to disapply pre-emption rights

Also at the AGM of the Company held in 2020, shareholders authorised the directors under sections 570 to 573 of the Companies Act 2006 (the 'Act') to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority also be renewed in line with institutional shareholder guidelines. If approved, the resolution will provide the directors with a degree of flexibility to act in the best interests of the Company by authorising the directors to allot equity securities (as defined in section 560 of the Act), and/or sell equity securities as defined in section 560(3) of the Act (sale of treasury shares) (the 'Treasury Shares') for cash, up to a maximum nominal amount of £218,533 which includes the sale for cash on a non-pre-emptive basis of any shares the Company may hold in treasury. The £218,533 maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 17 March 2021 (being the latest practicable date prior to publication of this notice).

The directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non-pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-emption Group's Statement of Principles) without prior consultation with shareholders.

Resolution 14 will be proposed as a special resolution to renew this authority until the conclusion of the next AGM or, if earlier, the close of business on 29 July 2022.

Resolution 15

Additional authority to disapply pre-emption rights (acquisitions /capital investments)

Resolution 15 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders.

The directors do not have any present intention to exercise this authority, however the directors consider it is appropriate for them to seek the flexibility that this authority provides. The proposed resolution reflects the Pre-emption Group's Statement of Principles for the disapplication of pre-emption rights (the Statement of Principles) and will expire on 29 July 2022 or at the conclusion of next year's annual general meeting, whichever is the earlier.

The authority granted by this resolution, if passed:

- (A) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £218,533, which represents approximately 5% of the issued share capital of the Company as at 17 March 2021 (being the latest practicable date prior to publication of this notice); and
- (B) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under resolution 14. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £437,067, which represents approximately 10% of the issued share capital of the Company as at 17 March 2021 (being the latest practicable date prior to publication of this notice).

Resolution 16

Authority to purchase own ordinary shares

Under resolution 16, which will be proposed as a special resolution, the Company will seek to renew the current limited authority to make purchases in the market of its own ordinary shares subject to specified limits including the minimum and maximum prices which may be paid. The power given by the resolution will only be exercised if the directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The Companies Act 2006 permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employees' share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

If the directors exercise the authority conferred by this resolution, they may consider holding those shares in treasury, rather than cancelling them. The directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The directors will also consider using the treasury shares to satisfy share options/awards under the Company's employees' share schemes.

The maximum number of shares which may be purchased under the proposed authority will be 87,413,485 shares representing approximately 10% of the issued ordinary share capital of the Company as at 17 March 2021. The price paid for shares will not be less than the nominal value (of 0.5p per share) nor more than the higher of: (a) 5% above the average of the middle-market quotation of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

The total number of options to subscribe for ordinary shares that were outstanding at 17 March 2021 (being the latest practicable date prior to publication of this notice) was 2,484,537. The proportion of issued share capital that they represented at that time was 0.28% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 0.31%.

This resolution will be proposed as a special resolution to provide the Company with the necessary authority. The authority will expire on 29 July 2022 or, if earlier, at the conclusion of next year's AGM.

Resolution 17**Authority to purchase own preference shares**

Under resolution 17, a further special resolution will be proposed which will provide a renewed authority to purchase preference shares. The authority will cover all of the preference shares remaining in issue and will set out the minimum and maximum prices which may be paid. The Company may continue to purchase this class of shares as they become available and then cancel them. The authority will expire on 29 July 2022 or at the conclusion of next year's AGM, whichever is the earlier.

Resolution 18**Articles of Association**

The Company is proposing to adopt new articles of association (the 'New Articles') in order to update the existing articles of association (the 'Existing Articles') to be put to shareholders at the AGM. The Existing Articles were last amended by the Company by special resolution passed on 24 April 2015.

Details of the principal changes being proposed in the New Articles, and an explanation of the effect of the proposed amendments, are summarised in Appendix 2 to this document. Other changes, which are of a minor, technical or clarifying nature have not been noted in the appendix. Resolution 18 would adopt the New Articles in their entirety from the conclusion of the AGM.

A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection on the Company's website at www.rotork.com/en/investors/shareholder-information/agm, and at the Company's registered office (upon prior appointment) from the date of this notice until the conclusion of the AGM. You are strongly encouraged to view the New Articles on the Company's website; any viewing at the Company's registered office will be by appointment only and subject to the UK government's coronavirus restrictions at the applicable time.

Resolution 19**Notice period for general meetings**

The Companies Act 2006 requires a notice period for general meetings of the Company of 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs must always be held on at least 21 clear days' notice.) At the AGM of the Company held in 2020, shareholders approved the calling of general meetings other than an AGM on 14 clear days' notice, and it is proposed that this authority be renewed. The authority granted by this resolution, if passed, will be effective until the Company's next AGM in 2022, when it is intended that a similar resolution will be proposed. This resolution will be proposed as a special resolution.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The Board will only utilise the authority to hold meetings on less than 21 clear days' notice where utilising this flexibility is merited by the business of the meeting and the Board considers it to be in the best interests of shareholders.

Part IV

Notes

1. Given the UK Government's current restrictions on public gatherings in place at the date of this document and in accordance with the latest guidance on the holding of Annual General Meetings, the Company regrets that it will not be possible for shareholders to attend the AGM in person and requests that members vote on the resolutions being put to the meeting by appointing a proxy and giving voting instructions in advance, either electronically or by using the enclosed Form of Proxy. The Board will review arrangements for the AGM and any additional and/or alternative measures in advance of the AGM and the Company will update shareholder via the RNS. The Company encourages shareholders to check its website at www.rotork.com/en/investors/shareholder-information/aggm regularly for the latest information on its engagement with shareholders and arrangements for the AGM.
2. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of her/him.
3. A proxy need not also be a member of the Company but must attend the AGM in order to represent his appointor.

A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chair of the AGM or another person as proxy. **Please note we advise that shareholders should appoint only the Chair of the AGM (and not any named individual) as their proxy as this will ensure your votes are cast in accordance with your wishes.** If you appoint someone else as your proxy, given the UK Government's restrictions on public gatherings, it is unlikely that the proxy will be permitted to attend the meeting in person and therefore your vote will not be counted. **To be effective the form must reach the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by 12 noon on 28 April 2021.** The time limits for proxy appointments also apply to changes to proxy instructions. Any change to proxy instructions received after that time will be disregarded. If a member submits more than one valid proxy appointment, the appointment received last before the time limit will take precedence.
4. For those shareholders appointing a proxy and who prefer to register the appointment of their proxy electronically, they can do so through Equiniti's website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on the link to vote. The on-screen instructions give details on how to complete the appointment process. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 12 noon on 28 April 2021.
5. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 6.30pm on 28 April 2021 (or if the AGM is adjourned, two working days before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
6. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, note 2 above does not apply to you but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Persons nominated to enjoy information rights are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
7. To appoint a proxy or to amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RA19) by 12 noon on 28 April 2021. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsor or voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual (available at www.euroclear.com). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:00 noon on 28 April 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
9. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. The results of the voting on the resolutions proposed at the AGM will be announced to the London Stock Exchange as soon as possible after the conclusion of the once the votes have been counted and verified.
10. As at 17 March 2021 (being the latest practicable date prior to the publication of the Notice of AGM), the Company's issued share capital consists of 874,134,859 ordinary shares carrying one vote each and 40,073 preference shares which do not currently carry the right to vote. No shares are held in treasury. Therefore the total voting rights in the Company as at 29 March 2021 are 874,134,859.
11. Any 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 if it is appointing more than one corporate representative, it does not do so in relation to the same shares.
12. The following information is available at www.rotork.com:
 - i. the matters set out in the Notice of AGM;
 - ii. the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the AGM;

- iii. the total voting rights that members are entitled to exercise at the meeting;
 - iv. members' statements, members' resolutions and members' matters of business received by the Company after the date on which Notice of the AGM was given.
 - v. a copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles);
 - vi. precautionary measures relating to the ongoing Covid-19 pandemic in order to safeguard the health and safety of the Company's shareholders and employees and make the AGM as safe and efficient as possible; and
 - vii. any RNS announcements regarding arrangements for the AGM and any additional and/or alternative measures in advance of the AGM.
13. 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 AGM; 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
14. You may not use any electronic address provided in either the Notice of Annual General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
15. Copies of:
- i. the executive directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the non-executive directors; and
 - ii. the Existing Articles and New Articles of the Company (together with a copy marked up to show the changes from the Existing Articles)
- are available for inspection at the registered office of the Company (upon prior appointment) from the date of this notice until the conclusion of the AGM during usual business hours on any weekday (Saturday, Sunday and public holidays excluded and will also be available for inspection at the place of the meeting from 11.45am on the day of the AGM until its conclusion.

If you have any queries, please contact our Registrars, Equiniti, on 0371 384 2030. From outside the UK, please call + 44(0) 121 415 7047. Lines are open between 8.30am and 5.30 pm Monday to Friday – excluding public holidays in England and Wales.

Appendix 1

Directors' Biographies in respect of the Directors seeking election or re-election at the AGM



Martin Lamb (61 years old)
Chairman



Appointed to the Board: June 2014

Skills, competencies and experience

Martin has extensive experience in the global engineering sector having served as Chief Executive of IMI plc for 13 years and has held many senior management roles over 34 years. He was a non-executive director of Severn Trent plc and Spectris plc and served on the boards of a variety of engineering businesses in a non-executive capacity, both in the public and private equity arena.

External appointments

- Chairman of Evoqua Water Technologies Corporation



Jonathan Davis (55 years old)
Finance Director



Appointed to the Board: April 2010

Skills, competencies and experience

Jonathan joined Rotork in 2002 after holding several finance positions in listed companies. He gained experience of the Rotork business initially as Group Financial Controller, and then as Finance Director of the Rotork Controls division. Jonathan was appointed as Chief Finance Officer in 2010.

External appointments

- None



Kevin Hostetler (52 years old)
Chief Executive



Appointed to the Board: February 2018

Skills, competencies and experience

Kevin served as the Chief Executive Officer of FDH Velocitel, an engineering and construction business serving the telecommunications and infrastructure industries in North America. Prior to this, Kevin was an executive advisor to several private equity firms. His roles included Chief Executive Officer of a speciality valve manufacturer and executive chairman of an engineered high-pressure vessel company serving the cryogenics and LNG industries. From 2005 to 2012, Kevin held various senior executive roles at the publicly traded IDEX Corporation, where he led the fluid and metering technologies segment and their Asia and emerging markets businesses. Before that, Kevin held several business leadership positions and senior strategic and business development roles at Ingersoll Rand.

External appointments

- None



Peter Dilnot (51 years old)
Non-executive director



Appointed to the Board: September 2017

Skills, competencies and experience

Peter joined Melrose Industries Plc as Chief Operating Officer in 2018 and became Interim Chief Executive Officer of GKN Aerospace, which is part of the Melrose Group, in October 2020. He was appointed to the Board of Melrose Industries plc as an Executive Director on 1 January 2021. Prior to this, Peter spent seven years as Chief Executive Officer of Renewi plc (previously Shanks Group plc), an international recycling company. Peter has an engineering background and was a senior executive at Danaher Corporation, a leading global industrial business listed on the NYSE. His earlier career included six years at the Boston Consulting Group (BCG) based in both London and Chicago.

External appointments

- Executive Director of Melrose Industries plc
- Interim Chief Executive Officer of GKN Aerospace Services Limited



Ann Christin Andersen (54 years old)
Non-executive director



Appointed to the Board: December 2018

Skills, competencies and experience

Ann Christin Andersen is a non-executive director with more than 30 years’ experience of the oil and gas industry. An engineer by profession, she has been Chief Digital Officer for TechnipFMC, Managing Director and held SVP/Vice President roles for Projects and Products. She has served as chair and non-executive director on a number of companies over the past several years. She currently serves on the boards of Maersk Drilling and Ferrexpo and chairs the board of municipality-owned Glitre Energi.

External appointments

- Non-executive director of The Drilling Company of 1972 AS (“Maersk Drilling”)
- Non-executive Chair of Glitre Energi AS
- Non-executive director of Ferrexpo plc



Tim Cobbold (58 years old)
Non-executive director



Appointed to the Board: December 2018

Skills, competencies and experience

Tim has extensive experience in leading large, complex international listed businesses having previously served as the Chief Executive Officer of Chloride Group plc, De La Rue plc and most recently, UBM plc. Prior to this, Tim held senior management positions at Smiths Group/TI Group for 18 years. He was a non-executive director at Drax Group plc until September 2019.

External appointments

Non-executive director of TI Fluid Systems plc



Janice Stipp (61 years old)
Non-executive director



Appointed to the Board: December 2020

Skills, competencies and experience

Janice brings highly relevant sectoral and financial expertise to the Rotork Board, together with a global perspective, particularly in Asia. Janice was formerly Senior Vice President and Chief Financial Officer of Rogers Corporation, a US specialty engineered materials technology and manufacturing company. Prior to this, Janice held senior financial positions in various international manufacturing and engineering companies.

External appointments

- Non-executive Director of Sappi Ltd
- Non-executive Director of Commercial Vehicle Group Inc
- Non-executive Director of ArcBest Corporation

Committee membership

- Nomination Committee
- Audit Committee
- Remuneration Committee
- ESG Committee
- None
- Denotes Chair

Directors’ ages as at 17 March 2021

Appendix 2

Summary of the principal changes proposed to the Existing Articles

A summary of the principal changes to the Existing Articles included in the proposed New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature have not been noted in this explanation, but are visible on the marked up copy available for inspection on the Company's website at www.rotork.com/en/investors/shareholder-information/agm.

Article 48 – Electronic general meetings

A provision is proposed to be added to the articles to allow the Company to hold 'hybrid' general meetings. This allows the meeting to be held at a physical location at which some members participate by electronic means without physical attendance. The meeting will be valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure members attending the meeting by all means (including by means of electronic facility) are able to participate in the meeting, hear all persons who speak at the meeting and be heard by all other persons present at the meeting. Accordingly, a new provision has been proposed in the articles for resolutions to be voted on at a general meeting held partly by means of electronic facility to be decided on a poll, unless the Chair determines that it shall be decided on a show of hands. These amendments will enable the Company to better navigate the challenges brought about by the COVID-19 pandemic, which has made in-person meetings difficult to hold at the present time, and provide for additional flexibility going forward, in accordance with market practice. The amendments to the articles allow for hybrid general meetings but not virtual-only general meetings, which is in line with guidance from various investor bodies.

Articles 75-76 – Untraced Shareholders and share forfeiture

The requirement to place notices in newspapers is proposed to be replaced with a requirement for the Company to take reasonable steps to trace a shareholder, including (if considered appropriate and in line with best practice) engaging a professional asset reunification company to search for shareholders who have not kept their details up to date. In addition, the use of proceeds arising from share forfeiture is proposed to be amended to allow for the Company to use the proceeds of sale from any forfeited share as the board decides.

Article 83 – Vacation of office by directors

The existing articles allow for directors to retire from the board by rotation and it is proposed that this be updated to provide that all directors are subject to annual re-election, in line with the guidance contained within the UK Corporate Governance Code.

Article 92 – Director fees

It is proposed to increase the cap on director fees (excluding director salaries or other remuneration) from £700,000 to £1,000,000 per annum in aggregate. This increase is proposed to give the board additional flexibility going forward in case of future fee increases or the need arises to appoint additional directors to the board. The board is satisfied that the new cap is in keeping with market practice.

Article 107 – Borrowing powers

The directors are mandated under the current articles to restrict the Company's borrowing to an amount which does not exceed two and a half times 'Adjusted Capital and Reserves'. The amendment to this provision proposes to change this to be two and a half times 'Adjusted Total Equity' as it is clearer how this figure is calculated, and it aligns more closely with terminology used in the Company's accounts and IFRS accounting policy. For clarity, it is also proposed to make it clear that leases are excluded from calculations of the Company's borrowing powers.

Article 165 – Directors' indemnity

The updated director indemnity article addresses both directors' and officers' indemnities and the provision of funds to directors and officers to defend proceedings. It is significantly shorter than the previous articles on these topics in line with market practice. This shortened wording sets out clearly the principles that (i) indemnities may be granted to directors and officers of the Company; and (ii) directors and officers may be provided with a loan to defend proceedings. In both cases, the revised wording makes explicitly clear that such actions may only be taken to the extent permitted by the Companies Act 2006, and the articles therefore have flexibility in the event that the provisions of the Companies Act 2006 on these topics changes in the future.

General updates

We have taken the opportunity to clarify some other wording of the articles and have also made minor changes to other provisions of the articles in line with market practice. All gender references in the existing Articles of Association have also been made gender neutral to demonstrate the Company's continued commitment to diversity.

