

Company no.: 00578327
Ordinary and Special Resolutions
of
Rotork plc (the Company)
Passed on 24 April 2015

At an annual general meeting of the Company duly convened and held at Rotork House, Brassmill Lane, Bath BA1 3JQ on 24 April 2015 at 12 noon, the following resolutions were duly passed as ordinary and special resolutions

ORDINARY RESOLUTIONS

14 That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £1,440,000, provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the AGM of the Company to be held in 2016, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired

20 That the limit on directors' fees set out in article 92 (Directors' fees) of the articles of association of the Company be increased to £700,000 in accordance with the terms of that article

SPECIAL RESOLUTIONS

15 That the directors be and they are empowered to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 14 above (pursuant to section 570(1) of the Act), and/or by way of a sale of treasury shares (pursuant to section 573 of the Act), in each case as if section 561(1) of the Act did not apply to such allotment, provided that

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- a) the power conferred by this resolution shall be limited to
 - i the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever, and
 - ii the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to £215,000, and
 - b) unless previously revoked, varied or extended, this power shall expire on the conclusion of the AGM of the Company to be held in 2016 except that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired
- 16 That, subject to the consent of the holders of 9½% cumulative preference shares of £1 each not being withdrawn in accordance with the resolution passed by the holders thereof on 3 August 1995, the Company be and it is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each (or, following the Subdivision (as defined in resolution 19 below) becoming effective, ordinary shares of 0.5 pence each) in the capital of the Company provided that
- a) the maximum number of ordinary shares of 5 pence each hereby authorised to be acquired is 8,600,000, provided that, following the Subdivision becoming effective, the maximum number of ordinary shares of 0.5 pence each hereby authorised to be acquired is 86,000,000,
 - b) the minimum price which may be paid for any such ordinary share is the nominal value of such share (exclusive of expenses),
 - c) the maximum price (exclusive of expenses) which may be paid for any such shares is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and

- d) the authority hereby conferred shall expire on the conclusion of the AGM of the Company to be held in 2016, save that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require ordinary shares to be purchased by the Company after such expiry and the Company may purchase ordinary shares notwithstanding such expiry

17 That, subject to the consent of the holders of 9½% cumulative preference shares of £1 each ("Preference Shares") not being withdrawn in accordance with the resolution passed by the holders thereof on 22 May 1998, the Company be and it is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) 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 £1 (exclusive of expenses),
- c) the maximum price (exclusive of expenses) which may be paid for any such share is an amount equal to whichever is the higher of (i) 105% of the average of the middle market quotations for a Preference Share as derived from the Daily Official List of the London Stock Exchange for the five 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 2016, 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

18 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice

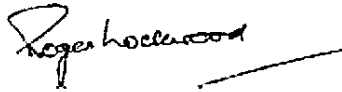
19 That conditional upon and with effect from (i) the amendment of the Official List of the UK Listing Authority in respect of the New Ordinary Shares (as defined below), and (ii) the amendment to trading on the London Stock Exchange's main market for listed securities in respect of the New Ordinary Shares becoming effective

- a) each of the ordinary shares of 5 pence each in the capital of the Company in issue at 6 00pm on 15 May 2015 (or such other time and date as the directors may determine) be subdivided into 10 ordinary shares of 0 5 pence each in the capital of the Company (the

“New Ordinary Shares”), such New Ordinary Shares having the rights and being subject to the restrictions set out in the Company’s articles of association (the “Subdivision”), and

- b) the definition of “Ordinary Shares” set out in article 2.1 (Definitions) of the articles of association of the Company be amended by the deletion of the words “of five pence each”

Signed

A handwritten signature in black ink, appearing to read "Roger Hollander", followed by a horizontal line.

Chairman of the meeting