

Rotork plc
Company number: 00578327

SATURDAY



Ordinary and Special Resolutions of Rotork plc (the Company)

Passed on 26 April 2019

At the annual general meeting of the Company duly convened and held at Bailbrook House Hotel, Eveleigh Avenue, London Road, Bath BA1 7JD on 26 April 2019 at 12 noon, the following resolutions were 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 £1,450,000, 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 2020 (or, if earlier, at the close of business on 26 July 2020), 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.

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 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 or sale, provided that:
 - (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 subparagraph (i) above, of equity securities up to an aggregate nominal amount of £217,500; 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 2020 (or, if earlier, at the close of business on 26 July 2020), 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 in addition to any authority conferred pursuant to resolution above, 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 15 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:

(a) the power conferred by this resolution shall be:

i. limited to the allotment of equity securities up to an aggregate nominal value amount of £217,500; and

ii. 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 this notice*; 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 2020 (or, if earlier, at the close of business on 26 July 2020), 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.

17. 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 0.5 pence each in the capital of the Company provided that:

(a) the maximum number of ordinary shares of 0.5 pence each hereby authorised to be acquired is 87,000,000;

(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 which may be paid for any such ordinary share shall be the higher of:

i. an amount equal to 105% of the average middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased; and

ii. an amount equal to the higher of the price of:

A. the last independent trade of an ordinary share; and

B. the highest current independent bid for an ordinary share, as derived from the London Stock Exchange at the time the purchase is carried out; and

(d) the authority hereby conferred shall expire on the conclusion of the AGM of the Company to be held in 2020, (or, if earlier, at the close of business on 26 July 2020), 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 pursuant to any such offer or agreement notwithstanding such expiry.

18. 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 the nominal value of such share (exclusive of expenses);

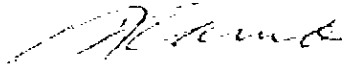
(c) the maximum price which may be paid for any such share shall be the higher of:

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 2020, (or, if earlier, at the close of business on 26 July 2020), 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.

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



Chairperson