

Rotork plc
Company number: 00578327

WEDNESDAY



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COMPANIES HOUSE

Ordinary and Special Resolutions of Rotork plc (the Company)

Passed on 28 April 2023

At the Annual General Meeting of the Company, duly convened and held in the Brunel Suite, at Bailbrook House Hotel, Eveleigh Avenue, London Road West, Bath, Somerset, BA1 7JD on 28 April 2023 at 12 noon, the following resolutions were passed as ordinary and special resolutions:

Ordinary Resolution:

Authority to allot shares

16. THAT the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all the 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:

- a) up to an aggregate nominal amount of £1,434,714; and
- b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £1,434,714 in connection with an offer by way of a rights issue,

such authorities to apply until the earlier of the conclusion of the next AGM of the Company or close of business on 27 July 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution 16 'rights issue' means an offer to:

- i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. holders of other equity securities, as required by the rights of those securities, or subject to such rights, as the directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws

of, any territory or any other matter.

Special Resolutions:

General authority to disapply pre-emption rights

18. THAT, subject to the passing of resolution 16, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 16 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case as if the restriction in section 561 of the Act did not apply, such authority to be limited:

- a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 16, by way of a rights issue only);
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 16 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 18) up to a nominal amount of £215,207, being not more than 5% of the issued ordinary share capital of the Company as at 14 March 2023, being the last practicable date prior to the publication of this notice (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to apply until the earlier of the conclusion of the next annual general meeting of the Company or until the close of business on 27 July 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this resolution 18, 'rights issue' has the same meaning as in resolution 16 above.

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

19. THAT, in addition to any authority granted under resolution 18, and subject to the passing of resolution 16, the directors be generally empowered pursuant to section 560 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 16 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be:
- (a) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £215,207, being not more than 5% of the issued share capital of the Company as at 14 March 2023, being the last practicable date prior to the publication of this notice (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); 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 directors of the Company determine 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,

such authority to apply until the earlier of the conclusion of the next AGM of the Company or close of business on 27 July 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the directors of the Company may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

Authority to purchase own ordinary shares

20. 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 aggregate number of Ordinary Shares that may be purchased under this authority is 86,082,814 (representing 10% of the Ordinary Shares remaining in issue at the date of this notice);
 - (b) the maximum price which may be paid for any Ordinary Share purchased under this

authority (exclusive of expenses) 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);
 - (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 27 July 2024 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

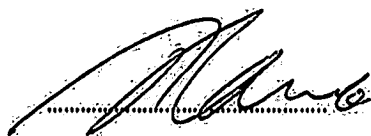
21. THAT the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of preference shares of the Company provided that:

- (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);
- (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 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 next annual general meeting of the Company after the passing of this resolution, (or, if earlier, at the close of business on 27 July 2024), 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.

Notice period for general meetings

22. THAT the directors of the Company be authorised to call general meetings of the Company (other than an AGM) on not less than 14 clear days' notice, such authority to expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or at the close of business on 27 July 2024, whichever is the earlier.

A handwritten signature in black ink, appearing to read 'M. A. ...', is written over a horizontal dotted line.

Chairman