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Keeping the World Flowing



**ANNUAL GENERAL MEETING
26 APRIL 2019**

ANNUAL GENERAL MEETING 2019

CHAIRMAN'S EXPLANATORY LETTER AND NOTICE OF MEETING

This document is important and requires your immediate attention.

If you are in any doubt about what action you should take, you are recommended to consult a stockbroker, bank manager, solicitor, accountant or other appropriate independent adviser immediately.

If you have recently sold or otherwise transferred all of your Rotork shares, please pass this document and the accompanying Form of Proxy to the purchaser or transferee, or to the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Martin Lamb
Chairman

Annual General Meeting

Friday 26 April 2019

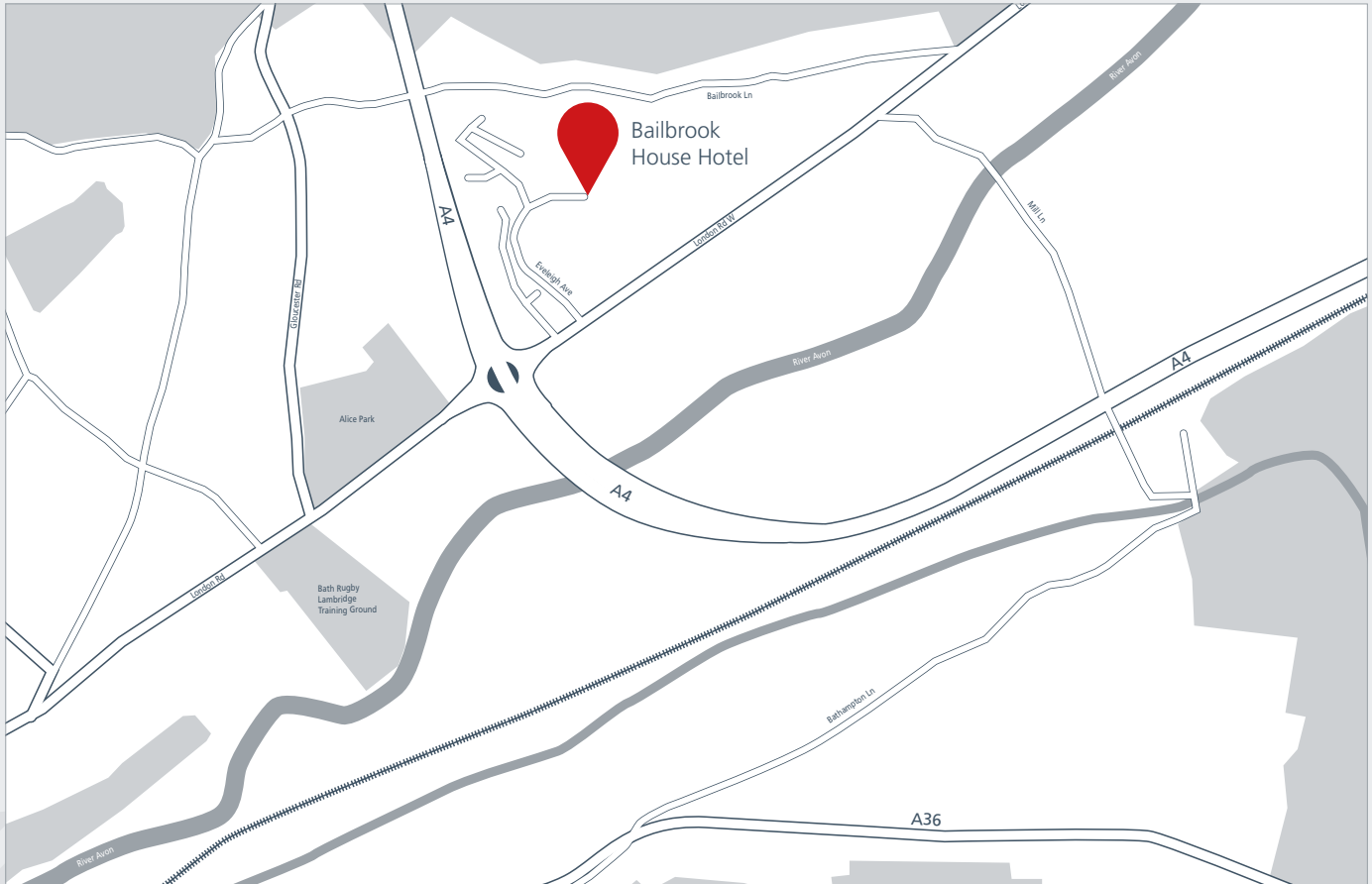
Timings

12:00pm	AGM starts Brunel Suite, Bailbrook House Hotel
1:00pm	(Approximately) AGM closes. The results of the poll will be released to the London Stock Exchange once collated.
1:15pm	Lunch Lansdown Restaurant, Bailbrook House Hotel



View the latest results online at
www.rotork.com

Where the AGM will be held



Bailbrook House Hotel, Eveleigh Avenue,
London Road, Bath, BA1 7JD.

Car parking

Free on-site car parking.

Shareholders with disabilities

- Accessible parking and a drop off area. Car park surface is gravel and tarmac. The route from accessible parking has no steps and is lit.
- Hearing loops are available at reception.
- There is a lift to all floors.
- Accessible WC available at the entrance, in the Brunel Suite and outside the Lansdown Restaurant.

Directions by road

Arriving from the M4 take the A46 into Bath. Exit towards Bath/Warminster/A36. At the roundabout, take the 1st exit onto London Road West. Turn left onto Eveleigh Avenue.

Nearest motorway link: M4 J18.

Nearest train station: Bath Spa 2.5 miles.

Nearest airport: Bristol 20 miles.

25 March 2019

Dear Shareholder

I am writing to inform you that the Annual General Meeting (the "AGM") of Rotork plc (the "Company") will be held on Friday 26 April 2019 at 12 noon at Bailbrook House Hotel, Eveleigh Avenue, London Road, Bath, BA1 7JD.

Details of the business to be considered are set out in the Notice of Meeting which follows this letter, together with notes about your rights as a shareholder and information regarding the appointment of proxies. I should like to make some comments on each of the matters to be transacted at the meeting.

Directors

Following the recommendations of the UK Corporate Governance Code (the "Code"), all continuing directors will offer themselves for re-election at every AGM. Accordingly, resolutions 3 to 10 seek to elect and re-elect the directors of the Company and will all be proposed as ordinary resolutions. Gary Bullard will retire as a director at the 2019 AGM and so will not be seeking re-election. During the past year, two new directors have been appointed to the Board, their biographical details are set out below.

Ann Christin Gjerdseth Andersen

Ann Christin is currently Chief Digital Officer of TechnipFMC plc, a global company that provides projects and services for the energy industry. She brings 30 years of experience from the oil and gas industry, where she has served in a variety of senior management positions. In addition, Ann Christin has served as a Non-Executive Director of Veidekke ASA and currently holds a director position at Glitre Energi, a renewable energy company.

Tim Cobbold

Tim Cobbold has extensive experience in leading large, complex international listed businesses having previously been the Chief Executive Officer of Chloride Group plc, De La Rue plc and most recently, UBM plc. Prior to this he held senior management positions at Smiths Group/TI Group where he worked for 18 years. He has been a Non-Executive Director at Drax plc for the past 8 years. Tim qualified as a Chartered Accountant at Price Waterhouse.

A formal performance evaluation of the Board was completed in 2018. Following the evaluation, I confirm that the performance of all the directors continues to be effective and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required). An externally facilitated performance evaluation is planned for 2019.

Full biographical and other details relating to the directors are contained in the Annual Report and Accounts for the year ended 31 December 2018 on pages 52 to 53.

Remuneration Report and Remuneration Policy

The directors are required to prepare an annual report detailing the remuneration of the directors and a statement by the chairman of the Remuneration Committee (together, the "Directors' Remuneration Report"). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors' Remuneration Policy (as defined below)). The vote is an advisory one.

The Company is separately required to seek shareholders' approval of its policy on remuneration of directors (the "Directors' Remuneration Policy") at least every three years. As the current Directors' Remuneration Policy was approved at the 2017 AGM, no resolution is proposed this year in connection with approving the Directors' Remuneration Policy. The current policy is set out on pages 70 to 75 of the Annual Report and Accounts.

Accordingly, resolution 13, which will be proposed as an ordinary resolution, seeks approval of the Directors' Remuneration Report.

2019 LTIP

The existing long-term incentive arrangement for the Company's executive directors and other selected senior management is the Rotork Long Term Share Incentive Plan (2010) (the "2010 LTIP").

Since its approval by shareholders in April 2010, the 2010 LTIP has provided for annual share-based awards ordinarily vesting following a three year performance period subject to the participant's continued service and the extent to which objective performance criteria are met over the performance period. The 2010 LTIP reaches the end of its 10 year life on 23 April 2020.

The Remuneration Committee has recently undertaken a review of the 2010 LTIP and concluded that shareholder authority should be sought under resolution 20 for a replacement arrangement, The Rotork 2019 Long Term Incentive Plan (the "2019 LTIP").

The terms of the 2019 LTIP have been designed to materially continue with the main features of the 2010 LTIP but with appropriate changes to bring the 2010 LTIP in line with prevailing best practice expectations and the Directors' Remuneration Policy.

A summary of the principal terms of the 2019 LTIP is set out in the Appendix to this Notice of Annual General Meeting.

The Directors' Remuneration Policy states (at page 71) that long term incentive awards "will be granted in accordance with the Rotork Long Term Incentive Plan, which was approved by shareholders in 2010". If shareholders approve the adoption of the 2019 LTIP under resolution 21, the subsequent grant of any awards under the 2019 LTIP would not be consistent with this statement in the Directors' Remuneration Policy and such grants would not (as a technical matter) be capable of being made by the Company.



As the Directors' Remuneration Policy is not due to be reviewed until April 2020, a separate shareholder authority is sought under resolution 21 for the Company to grant awards under the 2019 LTIP.

Shareholder approval for a new directors' remuneration policy will be sought at the AGM of the Company to be held in 2020. Any new directors' remuneration policy will permit the grant of awards under the 2019 LTIP without needing to rely on a separate shareholder resolution.

Authority to Allot Shares and Disapplication of Pre-Emption Rights

Resolution 14 will be proposed as an ordinary resolution giving the directors a general authority to allot further shares of the Company, having an aggregate nominal value of £1,450,000 (representing 290,000,000 ordinary shares of 0.5 pence each). This represents approximately one third of the total ordinary share capital of the Company in issue at the date of this letter in accordance with institutional shareholder guidelines. The directors have no present intention of exercising this authority save to satisfy options exercised under the Rotork Sharesave Plan and to provide the flexibility to potentially satisfy the Rotork SIP Free Share Plan, Rotork LTIP and the Overseas Profit Linked Share Scheme. This authority will expire at the conclusion of the AGM to be held in 2020, or if earlier, the date falling 15 months after the date of the meeting.

At last year's AGM, the directors were granted authority to issue equity securities for cash otherwise than in proportion to their existing holdings. The directors are proposing to renew this authority this year.

In accordance with the current guidance issued by the Pre-Emption Group, two separate resolutions will be sought – a general authority and a specific authority to allot shares in connection with an acquisition or specified capital investment, each in respect of approximately 5% of the Company's issued ordinary share capital.

Accordingly, resolution 15, which will be proposed as a special resolution, is to renew the directors' general authority to issue equity securities for cash otherwise than in proportion to existing holdings. This authority is limited to shares having a maximum aggregate nominal value of £217,500 (representing 43,500,000 ordinary shares of 0.5 pence each) which represents just under 5% of the total ordinary share capital of the Company in issue at the date of this letter. This authority, which is being sought in accordance with the Pre-Emption Group's Statement of Principles (the 'Principles'), will expire at the conclusion of the AGM to be held in 2020, or if earlier, the date falling 15 months after the date of the meeting.

Resolution 16, which will be proposed as a special resolution, authorises the directors to allot further equity securities for cash in connection with acquisitions or other specified capital investments which are announced contemporaneously with the allotment, or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. This authority, which is being sought in accordance with the Principles and is in addition to the authority sought pursuant to resolution 17, is limited to shares having a maximum aggregate nominal value of £217,500 (representing 43,500,000 ordinary shares of 0.5 pence each) which represents just under 5% of the total ordinary share capital of the Company in issue at the date of this letter. This authority will expire at the conclusion of the AGM to be held in 2020, or if earlier, the date falling 15 months after the date of the meeting.

The Board also confirms its intention to follow the provisions of the Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

Authority to Purchase Own Shares

Under resolution 17, 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 maximum number of ordinary shares which the Company may purchase pursuant to this authority is limited to a maximum of 87,000,000 ordinary shares of 0.5 pence each, which represents just under 10% of the total ordinary share capital of the Company in issue at the date of this letter.

There are outstanding options to subscribe for a total of 3,822,988 ordinary shares in the Company as at 1 March 2019. That number of shares represents under 1% of the Company's existing issued share capital. If the Company was to exercise in full the proposed authority to purchase its own shares, the shares for which there are outstanding options to subscribe would still represent under 1% of the Company's existing issued share capital as reduced by those purchases.

In seeking this authority the Board is not indicating any commitment to buy back ordinary shares. The Board will only exercise the authority if, in light of the market conditions prevailing at the time, it considers that the purchases of ordinary shares can be expected to result in an increase in earnings per share and be in the best interests of shareholders generally. The directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. In the event of any purchase under this authority, the directors would either hold the purchased ordinary shares in treasury or cancel them. The authority will expire at the conclusion of the AGM to be held in 2020, or if earlier, the date falling 15 months after the date of the meeting.

Under resolution 18, 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 will continue to purchase this class of shares as they become available and then cancel them. The authority will expire at the conclusion of the AGM to be held in 2020, or if earlier, the date falling 15 months after the date of the meeting.

Notice Periods 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. Before the law was amended in 2009, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, resolution 19, which will be proposed as a special resolution, seeks such approval. AGMs will, in accordance with the Companies Act 2006, continue to be held on at least 21 clear days' notice. The approval will be effective until the Company's next AGM in 2020, when it is intended that a similar resolution will be proposed.

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.

Automatic poll voting

As at last year's AGM, Rotork will adopt automatic poll voting at the AGM. Accordingly, 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. Automatic poll voting is now adopted by the majority of FTSE 350 companies and is recommended by a number of institutional investor bodies as representing best governance practice.

Action to be taken

Whether or not you intend to come to the meeting, please complete and return the accompanying prepaid Form of Proxy to the Company's registrars so as to be received no later than 12 noon on 24 April 2019. By doing so, you will not preclude yourself from attending and voting in person at the meeting.

Recommendation

Your Board considers that all of the proposed resolutions to be considered at the AGM are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Accordingly, your directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Following the close of formal AGM business, lunch will be available to shareholders in the Lansdown Restaurant at Bailbrook House Hotel.

Yours sincerely,

Martin Lamb

Chairman
25 March 2019



NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Rotork plc (the “Company”) will be held at Bailbrook House Hotel, Eveleigh Avenue, London Road, Bath, BA1 7JD on Friday 26 April 2019 at 12 noon for the following purposes:

Ordinary business

To consider and, if thought fit, to pass the following ordinary resolutions:

1. To receive the accounts of the Company for the year ended 31 December 2018 together with the directors’ report, the strategic report, the directors’ remuneration report and the auditor’s report.
2. That a final dividend at the rate of 3.7p per ordinary share of 0.5 pence each in the capital of the Company be declared for the year ended 31 December 2018 payable on 22 May 2019 to shareholders on the register at close of business on 12 April 2019.
3. That JM Davis be re-elected a director of the Company.
4. That SA James be re-elected a director of the Company.
5. That MJ Lamb be re-elected a director of the Company.
6. That LM Bell be re-elected a director of the Company.
7. That KG Hostetler be re-elected a director of the Company.
8. That PG Dilnot be re-elected a director of the Company.
9. That AC Andersen be elected a director of the Company.
10. That TR Cobbold be elected a director of the Company.
11. That Deloitte LLP be re-appointed as the Company’s Auditor until the conclusion of the AGM of the Company to be held in 2020.
12. That the audit committee be authorised to fix the Auditor’s remuneration.
13. That the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2018, as set out on pages 66 to 83 of the document also containing the Directors’ Report and Accounts for the financial year ended 31 December 2018, be approved.

Special business

To consider and, if thought fit, to pass the following resolutions of which resolutions 14 and 20-21 are proposed as ordinary resolutions and resolutions 15-19 are proposed as special 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.

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 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.
- 19.** That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
- 20.** That the rules of the Rotork 2019 Long Term Incentive Plan (the "2019 LTIP"), the principal terms of which are summarised in the Appendix to this Notice of Annual General Meeting, and produced in draft to this meeting and, for the purposes of identification, are initialled by the Chairman of the Meeting, be and are hereby approved and the Directors be authorised to:
- (a)** make such modifications to the 2019 LTIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2019 LTIP and to adopt the 2019 LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the 2019 LTIP; and
 - (b)** establish further plans based on the 2019 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2019 LTIP.
- 21.** Contingent on shareholders approving the adoption of the Rotork 2019 Long Term Incentive Plan (the "2019 LTIP") under Resolution 20 above, that the Directors be authorised to grant awards under the 2019 LTIP subject to the rules of the plan and the discretions contained therein.

Helen Barrett-Hague

Group General Counsel and Company Secretary
25 March 2019

Registered Office
Rotork House
Brassmill Lane
Bath, BA1 3JQ

NOTES

- 1.** A member of the Company who wishes to attend the AGM in person should arrive at Bailbrook House Hotel, Eveleigh Avenue, London Road, Bath, BA1 7JD, in good time before the meeting, which will commence at 12 noon. In order to gain admittance to the meeting, members may be required to produce their admission card, or otherwise prove their identity.
- 2.** A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of 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 Chairman of the AGM or another person as proxy. 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 24 April 2019. 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 via the internet, 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 24 April 2019.
- 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 24 April 2019 (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.
- 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 24 April 2019. 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.** Members attending the AGM have the right to ask and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the AGM.
- 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. Members and proxies will be asked to vote their shares using the 'Votenow' electronic system for which full guidance will be given on the day. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.
- 10.** As at 1 March 2019 (being the latest practicable date prior to the publication of the Notice of Annual General Meeting), the Company's issued share capital consists of 871,838,402 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 1 March 2019 are 871,838,402 ordinary shares.
- 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 Annual General Meeting;
 - 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; and
 - iv. members' statements, members' resolutions and members' matters of business received by the Company after the date on which notice of the meeting was given.

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 articles of association of the Company,

are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday and public holidays excluded) from the date of the Notice of Annual General Meeting until the conclusion of the AGM 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.

16. A copy of the draft rules of the 2019 LTIP will be available for inspection at the offices of Aon Hewitt at The Aon Centre, The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AN during normal business hours on any weekday (English public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.

APPENDIX

SUMMARY OF THE PRINCIPAL TERMS OF THE ROTORK 2019 LONG TERM INCENTIVE PLAN (THE "LTIP")

Operation

The Remuneration Committee of the Board (the "Committee") will supervise the operation of the LTIP.

Eligibility

Any employee (including an executive director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Committee.

It is currently anticipated that participation in the LTIP will be limited to the Company's executive directors and selected senior management.

Grant of awards

The Committee may grant awards to acquire shares within six weeks following the Company ceasing to be in a closed period under the Market Abuse Regulation (EU) 596/2014. The Committee may also grant awards within six weeks of shareholder approval of the LTIP or at any other time when the Committee considers there are sufficiently exceptional circumstances which justify the granting of awards.

The Committee may grant awards as conditional share awards or nil (or nominal) cost options.

The Committee may also grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

An award may not be granted more than 10 years after shareholder approval of the LTIP.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

The first awards under the LTIP would be made within six weeks following shareholder approval of the LTIP or as soon as reasonably practicable thereafter.

Individual limit

An employee may not receive awards in any financial year over shares having a market value in excess of 150% of their annual base salary in that financial year (or any higher maximum limit as set out in the Company's shareholder-approved Directors' Remuneration Policy in force at the time of grant of the relevant award).

Market value for the purposes of the above limit shall ordinarily be based on the market value of shares on the dealing day immediately preceding the grant of an award, or by reference to a short averaging period ending on such day.

For the first awards granted under the LTIP, in light of the delay to typical grant policy on account of the approval of the new LTIP, the Committee shall retain discretion to alternatively use the market value of shares on 4 March 2019 (or the market value of shares over a short averaging period starting on such date), being the date of the announcement of the Company's results for the 2018 financial year.

Performance conditions

The extent of vesting of awards granted to the Company's executive directors will be subject to performance conditions set by the Committee and may be so in the case awards to others.

For the first awards granted under the LTIP to the Company's executive directors and other senior management, the vesting of such awards will be subject to the satisfaction of performance conditions comprising measures of relative total shareholder return, return on capital and earnings per share performance over a performance period comprising three financial years of the Company starting with the current financial year.

Fuller details of such performance conditions are explained in the Directors' remuneration report within the Company's Annual Report and Accounts.

The terms of the performance conditions for awards to the Company's executive directors shall be set in line with the applicable Directors' Remuneration Policy.

The Committee may vary the performance conditions applying to any award if an event occurs which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee acts fairly and reasonably in making the alteration and, in the case of awards granted to executive directors, the amended performance conditions are not materially less challenging than the original conditions would have been but for the event in question.

Vesting of awards

Awards shall ordinarily vest on such normal vesting date specified for the award (which, in the case of awards to executive directors, shall ordinarily be no earlier than the third anniversary of the grant of the award) or, if later, when the Committee determines the extent to which any performance conditions have been satisfied.

Where awards are granted in the form of options, once vested, such options will then be exercisable up until the tenth anniversary of grant (or such shorter period specified by the Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of "good leavers" and/or vesting of awards in connection with corporate events.

Holding Period

The terms of the LTIP require that executive director participants (and such others, if any, as the Committee requires) will ordinarily be required to retain any vested shares (on an after-tax basis) acquired under the LTIP until at least the fifth anniversary of the grant of the relevant award.

Exceptionally, the Committee may, in its discretion, allow such participants to sell, transfer, assign or dispose of some or all of these shares before the end of the holding period, subject to such additional terms and conditions that the Committee may specify.

Dividend equivalents

The Committee may decide that participants will receive a payment (in shares or, in exceptional circumstances, cash) of an amount equivalent to the dividends that would have been payable on an award's vested shares between the date of grant and the vesting of the award (or if later, and only whilst the award remains unexercised in respect of vested Shares, the expiry of any holding period). This amount may assume the reinvestment of dividends and shall be paid at the same time as the delivery of the related vested shares (or cash payment as relevant).

Leaving employment

As a general rule, an award will lapse upon a participant's termination of employment within the Group or on giving or receiving notice of such termination. However, if a participant ceases to be an employee or gives or receives notice because of injury, disability, agreed retirement, their employing company or the business for which they work being sold out of the Group or in other circumstances at the discretion of the Committee, then their award will ordinarily vest on the normal timetable.

The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions (if any) have, in the opinion of the Committee, been satisfied over the original performance measurement period; and (ii) pro rating of the award to reflect the period spent in service relative to the award's normal performance period. The Committee can decide to pro-rate an award to a lesser extent (or not at all) if it regards it as appropriate to do so in the particular circumstances.

Alternatively, in such "good leaver" circumstances specified above (including in the case of a discretionary good leaver), the Committee can decide that the participant's award will vest when they leave. Where a participant ceases to be a Group employee due to their death, the participant's award will vest on their death. In each case, vesting shall be subject to: (i) the performance conditions measured at that time; and (ii) pro-rating as described above (including the discretion noted above for the Committee in respect of pro-ration).

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will (except where rolled over – discussed below) vest early subject to: (i) the extent that the performance conditions (if any) have been satisfied at that time; and (ii) pro-rating of the awards to reflect the reduced period of time between their grant and vesting, although the Committee can decide to pro-rate an award to a lesser extent (or not at all) if it regards it as appropriate to do so in the particular circumstances.

In the event of a takeover, the Committee retains discretion to require participants to 'roll over' (exchange) their awards for equivalent new awards in respect of the successor entity where considered appropriate.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of shares to a material extent, then the Committee may decide that awards will vest on such basis as it decides.

Scaling-back of awards

Notwithstanding any other provision of the LTIP, and irrespective of whether any performance condition attached to an award has been satisfied, the Committee retains discretion under the LTIP to scale back the level of vesting that would otherwise result by reference to formulaic outcomes alone.

Such discretion would only be used in exceptional circumstances and where the Committee considers that the extent of vesting but for any scale-back would be inappropriate taking into account any factors that the Committee considers relevant (including, but not limited to, corporate and/or personal performance).

Participants' rights

Awards settled in shares will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their shares.

Rights attaching to shares

Any shares allotted when an award vests or is exercised will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the shares, the Committee may make such adjustment as it considers appropriate to the number of shares subject to an award and/or the exercise price payable (if any).

Overall Plan limits

The LTIP may operate over new issue shares, treasury shares or shares purchased in the market.

In any 10 calendar year period, the Company may not issue (or grant rights to issue) more than:

- (i) 10% of the issued ordinary share capital of the Company under the LTIP and any other employee share plan adopted by the Company; and
- (ii) 5% of the issued ordinary share capital of the Company under the LTIP and any other executive share plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of these limits unless institutional investor guidelines provide that they need not count.

Alterations to the Plan

The Committee may, at any time, amend the LTIP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award varied on its terms.

Malus and clawback

The Committee may apply the LTIP's malus and clawback provisions if, at any point prior to the third anniversary of the date of vesting of an award, it is discovered that there has been a material misstatement of the Company's financial results, an error of calculation (including on account of inaccurate or misleading information) or in the event of misconduct, serious reputational damage or corporate failure.

The malus and clawback may be satisfied by way of a reduction in the amount of any future bonus, subsisting award or future share awards and/or a requirement to make a cash payment.

The discovery period may be extended by the Committee for an additional period of two years in the event of ongoing investigation as at the expiry of the normal three year discovery period.

Overseas plans

The shareholder resolution to approve the LTIP will allow the Board to establish further plans for overseas territories, any such plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the LTIP.



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