

Notice of Annual General Meeting 2022

29 April 2022



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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

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

Where the AGM will be held

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

Car parking

Free on-site car parking.

Accessibility

- 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.

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 2022

Dear Shareholder

I am writing to inform you that the Company's Annual General Meeting ('AGM' or 'Meeting') will be held at 12.00 noon on Friday, 29 April 2022 at Bailbrook House Hotel, Eveleigh Avenue, London Road West, Bath, Somerset BA1 7JD. 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 represents the Board's opportunity to present to you the Company's performance and strategic priorities, to engage with you on questions you might raise, as well as to pass the necessary resolutions for the conduct of the business and affairs of the Company. After the constraints we faced in both 2020 and 2021 due to the COVID-19 pandemic, we remain hopeful of holding our AGM in an in-person capacity in Bath and we are proceeding on this basis. However, should circumstances change prior to the holding of the AGM due to the ongoing pandemic, we shall take steps to adapt arrangements to ensure compliance with any regulations or guidance on public gatherings that may be in force at the date of the AGM. If this is the case, we shall 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. Shareholders are asked not to attend the AGM if they are displaying any symptoms of COVID-19, or have recently been in contact with anyone who has tested positive.

Business of the AGM

The business of the AGM includes our regular resolutions together with two additional resolutions. We are seeking shareholders' approval to renew the Rotork Share Incentive Plan (the 'SIP') which was first adopted by shareholders on 23 May 2002 and, in accordance with institutional shareholder guidelines, was subsequently renewed for a further ten years on 20 April 2012. The directors believe that the SIP has provided a meaningful incentive to our employees in promoting share ownership at all levels in the Group and therefore wish to extend the operation of the SIP for a further period of ten years. Further details are provided within the explanatory notes in Part III of this document and in Appendix 2.

In addition, and reflective of now well-established best practice, we are proposing to seek shareholders' approval on a precautionary basis to ensure that the Company does not commit any unintentional breaches of Part 14 of the Companies Act 2006 (the 'Act') which provides that political donations made by a company to political parties, other political organisations and independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders. It is the Company's policy not to make such donations or incur such expenditure and the Board has no intention of changing this policy. A more detailed explanatory note on this resolution is set out in Part III of this document.

Shareholder Engagement

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: 2394 754 8009. Shareholders dialling in will not be counted as being present at the Meeting and, therefore, will not be able to vote in real time at the meeting, speak or ask questions. For further information, please contact CompanySecretary@rotork.com.

Shareholders may submit questions in advance of the AGM which myself, as Chair, 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 am on Friday, 22 April 2022 to CompanySecretary@rotork.com, together with your Shareholder Reference Number (SRN), which can be found on your share certificate or Form of Proxy.

The Company will publish the Company's responses on the Company's website (<https://www.rotork.com/en/investors/shareholder-information/agm>) as soon as practicable after the AGM. The Company may respond to the questions in a thematic way to avoid repetition.

Shareholders wishing to attend the meeting in person should pre-register their attendance by emailing CompanySecretary@rotork.com no later than 5.00 pm on Wednesday, 27 April 2022.

Voting

Whether or not you intend to come to the Meeting, 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 document.

All resolutions put to the Meeting will be voted on by way of a poll. Your Board considers this results in a more accurate reflection of the views of shareholders and ensures that their votes are recognised, whether or not they are able to attend the Meeting. On a poll, each shareholder has one vote for every share held. 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 Meeting 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 beneficial holdings totalling 625,701 shares.

As I mentioned above, 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. If this is the case, we shall 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
Chair
29 March 2022

Part II

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM' or 'Meeting') of Rotork plc (the 'Company') will be held at Bailbrook House Hotel, Eveleigh Avenue, London Road West, Bath, Somerset, BA1 7JD on Friday 29 April 2022 at 12 noon to consider, and if thought fit, pass the following resolutions.

Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast, in person or by proxy, must be in favour of the resolutions. Resolutions 17 to 21 (inclusive) will be proposed as special resolutions. This means that for each of these resolutions to be passed, at least three quarters of the votes cast, in person or by proxy, must be in favour of the resolution.

Ordinary Resolutions

Report and accounts

1. To receive the Company's annual report and audited accounts for the financial year ended 31 December 2021 together with the reports of the directors and auditor.

Final dividend

2. To declare a final dividend of 4.05p per ordinary share for the year ended 31 December 2021 payable on 20 May 2022 to shareholders on the register of members of the Company at close of business on 8 April 2022.

Approval of directors' remuneration report

3. To approve the Directors' Remuneration Report (excluding the summary of the Directors' Remuneration Policy set out on pages 133 to 137 of the Directors' Remuneration Report) as set out on pages 125 to 150 of the Company's annual report and accounts for the financial year ended 31 December 2021.

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 elect KT Huynh as a director of the Company.
9. To re-elect MJ Lamb as a director of the Company.
10. To elect KFS Meurk-Harvey as a director of the Company.
11. To re-elect JE Stipp as a director of the Company.

Auditor re-appointment

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

Auditor remuneration

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

Political donations

14. To authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect for the purposes of section 366 of the Companies Act 2006 (the 'Act') to:

- (a) make political donations to political parties or independent election candidates;
- (b) make political donations to political organisations other than political parties; and
- (c) incur political expenditure,

as such terms are defined in sections 363 to 365 inclusive of the Act, and in each case not exceeding £50,000 per company and, together with those made by any subsidiary and the Company, shall not exceed £100,000 in aggregate, each during the period beginning with the date of the passing of this resolution and ending on the earlier of the conclusion of the next annual general meeting of the Company or 28 July 2023.

Authority to allot shares

15. THAT the directors be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £1,433,970; and;
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £1,433,970 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 28 July 2023 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 15 '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.

Rotork Share Incentive Plan

16. THAT the trust deed and rules of the Rotork Share Incentive Plan (the 'SIP') the principal features of which are summarised in Appendix 2 to this Notice (and a copy of which is produced to the AGM, and for the purposes of identification, initialled by the Chair of the Meeting), and the proposed amendments to the SIP, be approved and the directors be authorised to;

- (a) do all acts and things necessary to establish and give effect to the SIP;

- (b) be authorised to do all such other acts and things as they may consider appropriate to continue to operate the SIP including making any changes to the rules and/or trust deed of the SIP necessary or desirable in order to ensure that the SIP satisfies the requirement of Schedule 2 to the Income Tax (Earning and Pensions) Act 2003; and
- (c) establish schedules to, or further incentive plans based on, the SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made any such schedules or further plans are treated as counting against the limits on individual or overall participation in the SIP.

Special Resolutions

General authority to disapply pre-emption rights

17. THAT, subject to the passing of resolution 15, 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 15 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 15, 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 15 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 17) up to a nominal amount of £215,096, being not more than 5% of the issued ordinary share capital of the Company as at 14 March 2022, 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 AGM of the Company or until the close of business on 28 July 2023 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 17, 'rights issue' has the same meaning as in resolution 15 above.

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

18. THAT, in addition to any authority granted under resolution 17, and subject to the passing of resolution 15, 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 15 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 £215,096, being not more than 5% of the issued ordinary share capital of the Company as at 14 March 2022, 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 28 July 2023 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

19. 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 86,038,200 (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;

Part II continued

- (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 28 July 2023 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

20. 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);
- (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 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 28 July 2023), 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

21. 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 28 July 2023, whichever is the earlier.

By order of the Board

Stuart Pain

Group General Counsel & Company Secretary
29 March 2022

Registered Office

Rotork House
Brassmill Lane
Bath, BA1 3JQ

Registered Number: 00578327

Important notes regarding your general rights as a shareholder and your right to appoint a proxy and voting can be found in Part IV of this document.

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 2021 ('2021 Annual Report'). The Company's 2021 Annual Report was published and made available to shareholders on 29 March 2022.

Resolution 2

Final dividend

The Board proposes, and resolution 2 seeks shareholder approval for, a final dividend of 4.05p per share for the year ended 31 December 2021. If approved, the recommended final dividend will be paid on 20 May 2022 to all shareholders who were on the register of members of the Company at the close of business on 8 April 2022.

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 125 to 150 (inclusive) of the 2021 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 2021. This vote is advisory and the directors' entitlement to remuneration is not conditional on it.

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 133 to 137 of the 2021 Annual Report.

Resolutions 4-11

Election and re-election of directors

In accordance with the UK Corporate Governance Code and the Company's articles of association, all directors will stand for election or re-election by shareholders at the AGM this year. Kiet Huynh, Chief Executive Officer and Karin Meurk-Harvey, non-executive director, being directors appointed since the last AGM, are standing for election for the first time. It is the Board's view that each director's contribution is, and continues to be, important to the Company's long term sustainable success, and the Board believes this is illustrated by the directors' biographies which are set out in Appendix 1. 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, both as an individual and also in contributing to the balance and diversity of skills, perspectives, 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 Karin Meurk-Harvey, the Board reviewed her other appointments and is satisfied with her approach to managing her time commitments. Neither Kiet Huynh nor Jonathan Davis have any relevant external appointments.

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, external search firms were engaged to assist in conducting a thorough search to identify suitable candidates. The selection process involved, amongst other things, giving the external search firms 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 candidates to the Board for approval to fill Board vacancies.

Resolution 12

Auditor re-appointment

The Company is required to appoint an external auditor 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 12 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 13

Auditor remuneration

Resolution 13 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 14

Political donations

Resolution 14 is sought on a precautionary basis and concerns Part 14 of the Companies Act 2006 (the 'Act') which provides that political donations made by a company to political parties, other political organisations and independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

It is the Company's policy not to make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates and the Board has no intention of changing this policy. However, as a result of the wide definitions in the Act, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform, special interest groups and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. If approved, resolution 14 will allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Act) up to an aggregate limit of £100,000 and shall not exceed £50,000 for each subsidiary in the period to which this resolution has effect whilst avoiding, because of the uncertainty over the definitions used in the Act, inadvertent or technical infringement of the Act. Any political donation made or political expenditure incurred will be disclosed in the Company's annual report for next year, as required by the Act. The authority will not be used to make political donations within the normal meaning of that expression. The directors will seek to renew this authority at the AGM to be held in 2023.

Part III continued

Resolution 15

Authority to allot shares

Resolution 15 seeks shareholder approval to renew the directors' authority to allot shares.

The Investment Association share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, paragraph (a) of resolution 15 will give the board a general authority to allot shares in the capital of the Company up to an aggregate nominal amount of £1,433,970 (representing approximately one third of the Company's issued ordinary share capital). Paragraph (b) of resolution 15 will give authority to the board to allot further shares in the capital of the Company up to an aggregate nominal amount of £1,433,970 (representing approximately one third of the Company's issued ordinary share capital), provided the allotment is made in connection with a rights issue.

It is the Company's policy to seek renewal of these authorities annually. Resolution 15 is proposed as an ordinary resolution and the authorities sought under paragraphs (a) and (b) of this resolution will expire at the end of the Company's next AGM or, if earlier, 28 July 2023.

The directors have no present intention of exercising this authority save to satisfy options exercised under the Rotork Sharesave Plan. However, the directors consider it appropriate to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

As at 14 March 2022 (being the latest practicable date before publication of this notice), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 16

Rotork Share Incentive Plan

The Company considers employee share ownership to be a key part of the Company's overall remuneration strategy and which enables the Company to align the interests of employees and shareholders, and to recruit, retain and motivate employees at all levels within the Group. The Rotork Share Incentive Plan ('SIP') is a UK all-employee share ownership plan and has been designed to comply with the relevant UK legislation in order to provide shares to UK employees of the Company and its participating subsidiaries in a tax-efficient manner.

The SIP was first approved by the Company's shareholders on 23 May 2002 and, in accordance with institutional shareholder guidelines, was subsequently renewed for a further ten years on 20 April 2012. The SIP is now being put to shareholders to approve its extension to 28 April 2032. The SIP will be used for awards made after the date of the AGM.

We have made certain changes to the SIP since it was last presented to shareholders in 2012 to improve the layout and accessibility of the plan rules and trust deed so that they are in a 'plain English' format, keep the plans in line with the changing legislation and to maximise our employees' opportunity to participate. No other change to the SIP is being proposed at the AGM. The main provisions of the SIP are summarised in Appendix 2 to this Notice and resolution 16 proposes the approval of the renewal of this plan. As in 2012, resolution 16 also gives the directors the authority to establish schedules to the SIP, or separate plans that are commercially similar, for the purposes of granting awards to employees and executive directors who are based

outside the UK. Any awards made under such schedules or separate plans will count towards the limits on individual and overall participation in the SIP.

Copies of the trust deed and rules of the SIP will be available for inspection from the date of this notice up to and including the date of the AGM on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>, the Company's website, www.rotork.com and at the Company's registered office during normal business hours on Monday to Friday each week (public holidays excepted) and at the place of the AGM from 15 minutes before start of the Meeting until the close of the AGM. Resolution 16 will be proposed as an ordinary resolution.

Resolutions 17 and 18

General and additional authority to disapply pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings.

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. However, the directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. The purpose of resolutions 17 and 18, which are each proposed as special resolutions, is to enable shareholders to waive their pre-emption rights.

Resolution 17 authorises the directors to allot equity securities (which for these purposes includes the sale of treasury shares) on a non-pre-emptive basis to ordinary shareholders by way of a rights issue, for example, where legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. Resolution 17 would grant the authority to allot a limited number of equity securities up to a nominal value of £215,096 (being not more than 5% of the nominal value of the ordinary share capital of the Company in issue on 14 March 2022 (being the latest practicable date before publication of this notice)) for cash without first offering them to existing shareholders. This authority can be used for general corporate purposes.

Resolution 18 additionally authorises the directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is 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. The authority under resolution 18 is limited to a nominal value of £215,096, being not more than 5% of the nominal value of the ordinary share capital of the Company in issue on 14 March 2022 (being the latest practicable date before publication of this notice).

The directors intend to adhere to the provisions in the Pre-emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 17 either in excess of an amount equal to 5%

of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with shareholders. Adherence to the Pre-Emption Group's Statement of Principles would not preclude issuances under the authority sought under resolution 18.

Resolutions 17 and 18 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre-Emption Group in May 2016.

If the resolutions are passed, the authorities will expire at the end of the Company's next AGM or, if earlier, 28 July 2023.

Resolution 19

Authority to purchase own ordinary shares

Under resolution 19, 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 directors have no present intention to exercise the authority sought by this resolution. The power given by the resolution will only be exercised by the Company to purchase shares in the market after careful consideration by the directors (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company) and in circumstances where to do so would result in an 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 enables the Company to sell the shares quickly and cost effectively or use them to satisfy awards under the Company's employee share schemes and provides the Company with greater flexibility in the management of its share capital. The directors will also consider using any treasury shares to satisfy share options/awards under the Company's employees' share schemes and will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re sale of shares held in treasury. As at 14 March 2022, no shares were held in treasury by the Company.

The maximum number of shares which may be purchased under the proposed authority will be 86,038,200 shares representing approximately 10% of the issued ordinary share capital of the Company as at 14 March 2022 (being the latest practicable date before publication of this notice). 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 14 March 2022 (being the latest practicable date before publication of this notice) was 2,196,444. The proportion of issued share capital that they represented at that time was 0.26% 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 0.29%. The Company has no warrants in issue in relation to its shares.

If approved, the authority will expire at the conclusion of next year's AGM or, if earlier, by close of business on 28 July 2023.

Resolution 20

Authority to purchase own preference shares

Under resolution 20, 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 at the conclusion of next year's AGM or, if earlier, by close of business on 28 July 2023.

Resolution 21

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 the calling of general meetings at shorter notice, which cannot however be less than 14 clear days. AGMs must continue to be held on at least 21 clear days' notice.

At the AGM of the Company held in 2021, shareholders approved the calling of general meetings other than an AGM on 14 clear days' notice, and, to retain flexibility, it is proposed that this authority be renewed. The effect of resolution 21 is to continue to give the directors the power to call general meetings on a notice period of not less than 14 clear days.

In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders for that meeting. However, as the Company has a global shareholder base, in practice the Company will always aim to give a longer notice period to ensure overseas shareholders in particular are able to participate fully. The 14 clear days' notice period would therefore only be used in exceptional circumstances where the flexibility is needed and is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. If this authority is used, the Company would expect to explain, in its annual report, the reasons for taking this exceptional action.

The authority granted by this resolution, if approved, will 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 28 July 2023, whichever is the earlier. It is intended that a similar resolution will be proposed at the next year's annual general meeting of the Company.

Part IV

Notes on shareholder rights, proxy appointments and voting

1. A member of the Company who wishes to attend the AGM in person should arrive at the location for the AGM at Bailbrook Hotel, Eveleigh Avenue, London Road West, Bath, BA1 7JD, in good time before the meeting which will commence at 12 noon on Friday, 29 April 2022. Shareholders wishing to attend the meeting in person should pre-register their attendance by emailing CompanySecretary@rotork.com no later than 5:00 pm on Wednesday, 27 April 2022. In order to gain admittance to the meeting, members will be required to produce their attendance card, or otherwise prove their identity. Should circumstances change prior to the holding of the AGM, we shall take steps to adapt arrangements to ensure compliance with any regulations or guidance on public gatherings that may in force at the date of the AGM. If this is the case, we shall 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.
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 the Chair of the AGM as their proxy as this will ensure your votes are cast in accordance with your wishes. 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 27 April 2022.** 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 27 April 2022.
5. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6.30pm on 27 April 2022 (or if the AGM is adjourned, two working days before the time fixed for the adjourned AGM). 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 27 April 2022. 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 noon on 27 April 2022 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 a 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 meeting and once the votes have been counted and verified.
10. As at 14 March 2022 (being the latest practicable date prior to the publication of the notice of meeting), the Company's issued share capital consists of 860,382,013 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 14 March 2022 are 860,382,013.
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. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.rotork.com.
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 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 trust deed and rules of the Rotork Share Incentive Plan (together with a summary of the changes made from the existing rules);
- are available for inspection by shareholders 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 by shareholders at the place of the meeting from 11.45 am on the day of the AGM until its conclusion. Copies of the trust deed and rules of the SIP will also be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on the Company's website.
16. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if:
- i. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - ii. the answer has already been given on a website in the form of an answer to a question; or
 - iii. it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

If you have any queries, please contact our Registrars, Equiniti, on 0371 384 2280. From outside the UK, please call + 44(0) 121 415 7047. Lines are open between 8.30 am 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 (62)
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 35 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

– Non-executive Director of Evoqua Water Technologies Corporation



Jonathan Davis (56)
Group Finance Director



Appointed to the Board: April 2010

Skills, competencies and experience

Jonathan joined Rotork in 2002, having held 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 Group Finance Director in 2010.

External appointments

– None



Kiet Huynh (43)
Chief Executive Officer



Appointed to the Board: January 2022

Skills, competencies and experience

Kiet joined Rotork in 2018 as Managing Director responsible for the Instruments division. Following the Group's divisional realignment in 2019, he has led both the Chemical, Process & Industrial and the Water & Power divisions. Kiet has more than 15 years' experience working as a senior executive for world leading industrial companies, beginning his career at IMI plc before moving on to Trelleborg. Kiet was appointed as CEO on 10 January 2022.

External appointments

– None



Peter Dilnot (52)
Senior Independent Director



Appointed to the Board: September 2017

Skills, competencies and experience

Peter is Chief Operating Officer of Melrose Industries plc. 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 based in both London and Chicago, working primarily with industrial businesses.

External appointments

– Executive Director of Melrose Industries plc



Ann Christin Andersen (55)
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. She has served as chair and non-executive director on a number of companies’ boards over the past several years. She currently serves on the board of Ferrexpo and chairs the boards of municipality-owned Glitre Energi and Euronext Growth listed Quantafuel AS.

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
- Non-executive Chair of Quantafuel AS



Tim Cobbold (59)
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.

External appointments

- Non-Executive Director and Senior Independent Director of TI Fluid Systems plc (becoming Chair on 18 May 2022)



Karin Meurk-Harvey (56)
Non-executive director



Appointed to the Board: September 2021

Skills, competencies and experience

Karin has an international background in engineering, technology and telecoms spanning over 30 years, adding further commercial expertise to Rotork’s Board, particularly in high-growth markets. Between 1996 and 2013, Karin held a number of senior roles with Ericsson and has also served as a non-executive director of Korala Associates Ltd, a privately-owned ATM software business.

External appointments

- Chief Commercial Officer of Smart DCC Ltd



Janice Stipp (62)
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 ArcBest Corporation

Committee membership

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

Appendix 2

Rotork Share Incentive Plan ('SIP')

Overview

The SIP is a share incentive plan designed to be a tax advantaged share incentive plan which complies with Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003. The SIP shall be administered by the Board.

The SIP, which will be registered with HM Revenue & Customs, offers four ways to provide Shares to employees based in the UK on a tax-efficient basis: free, partnership, matching and dividend shares. The Board has the power to decide which, if any, of the four elements should be offered. The SIP operates in connection with a special UK resident trust created in connection with the SIP and which holds Shares on behalf of participants.

No awards may be made more than 10 years after shareholder approval of the SIP.

Awards may be made over newly issued Shares, treasury Shares or Shares purchased in the market.

The rules of the SIP and trust deed are being revised as follows:

- the rules of the SIP and the SIP trust deed are being revised to be in a clearer 'plain English' format; and
- the definition of 'Market Value' in the SIP is being updated to reflect changes in UK share valuation law since the SIP was last approved by shareholders.

No other term of the SIP is being amended and a summary of the key terms of the SIP is set out below:

General

The operation of SIP will be overseen by the Company's Board of Directors (or a duly authorised committee, such as the Company's remuneration committee) (the 'Board').

Decisions of the Board are final and conclusive.

Benefits under the SIP are not pensionable.

Eligibility

All UK-resident tax-paying employees of participating companies (including executive directors of the Company) must be offered the opportunity to participate on broadly the same terms, provided that they:

- have such period of continuous employment as the Board may determine (not exceeding the relevant statutory limits as apply from time to time);
- are not participating at the same time in a SIP established by the Company or a connected company; and
- if they have participated in more than one tax-advantaged share incentive plan established by the Company or a connected company in that tax year, have not exceeded any relevant statutory limit (which applies on an aggregated basis to the SIP and any such other plan).

Other employees who meet the eligibility criteria set out above but whom are not UK-resident taxpayers may also be offered the opportunity to participate.

Awards under the SIP

As under the current SIP, awards will be granted in one or more of the following forms, at the discretion of the Board:

- Free shares (upfront free shares subject to restrictions and possibly forfeiture), the market value of which may not exceed the statutory maximum (currently £3,600 a year). Free shares must be subject to a holding period of between three and five years at the discretion of the Board and will be free of income tax and national insurance contributions ('NICs') if they are held in the trust for five years. If a participant leaves employment with the Company other than as a good leaver (see below) before the end of the holding period, the participant's free shares will be forfeited.
- Partnership shares (shares employees purchase using salary), up to the lower of £1,800 or 10% of salary.
- Partnership shares can be withdrawn from the SIP by the participant at any time, but there will be an income tax or NICs liability if the partnership shares are withdrawn within five years of their acquisition.
- Matching shares (upfront free shares subject to restrictions and possibly forfeiture, that may be awarded if an employee also buys partnership shares), at a ratio of 2 matching shares per partnership share.

Matching shares will be subject to a holding period of between three and five years at the discretion of the Board and will be free of income tax and NICs if they are held in trust for five years. If a participant leaves employment with the Company other than as a good leaver (see below), or a participant withdraws the corresponding partnership shares, before the end of the holding period, the participant's matching shares will be forfeited.

- Dividend shares (shares paid for with reinvested dividends).

The Board may permit, or require, some or all of the dividends paid on the shares held in the SIP Trust on behalf of participants to be re-invested in the purchase of additional dividend shares, which must be held in the SIP for a period of three years. If held for the required period, the dividend shares can be withdrawn tax free.

Awards may be settled using newly issued, treasury or existing shares.

Awards may not be transferred or otherwise disposed of except on the participant's death and no payment is required for the grant of an award.

SIP Trust

The SIP operates through a UK-resident trust (the 'SIP Trust'). The trustee of the SIP Trust may purchase, be transferred or subscribe for Shares that are awarded to or purchased on behalf of participants in the SIP.

A participant will be the beneficial owner of any shares held on the participant's behalf by the trustee of the SIP Trust. Any shares held in the SIP Trust will rank equally with shares then in issue, subject to the terms of the SIP.

If a participant ceases to be employed by the group, that participant:

- will be required to withdraw the Free Shares, Partnership Shares, Matching Shares and Dividend Shares which the participant owns from the SIP Trust; and
- may forfeit the free shares or matching shares which the participant owns, as described below.

Holding period

Free shares and/or matching shares must be held in trust for a period specified by the Board, which must not be less than three years nor more than five years from the date on which the Shares are allocated to participants. Dividend shares must be held in trust for three years.

Restrictions on Shares, including forfeiture

Shares in the SIP may be subject to such other restrictions as may be imposed by the Board, including forfeiture restrictions, subject to the provisions of the applicable legislation.

Dilution limits

Awards cannot be made if they would cause the 'total plan shares' to exceed 10% of the ordinary share capital of the Company in issue immediately before the Awards are made.

The 'total plan shares' figure looks at the total number of new issue or treasury Shares that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the SIP or any other employee share plan operated by the Company.

For so long as required by institutional investor guidelines, treasury shares count towards these limits. Where certain variations of capital occur, the number of shares taken into account under these limits will be adjusted as the Board considers appropriate to take account of that variation.

Leaving employment and forfeiture of Shares

If a participant ceases to be in relevant employment, the participant will be required to withdraw their Shares from the SIP. Free shares and/or matching shares will be forfeited if participants cease employment with a member of the Group during the forfeiture period, other than because of certain 'good leaver' circumstances such as injury, disability, redundancy or retirement, or by reason of a relevant transfer within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006 or if the relevant employment is employment by an associated company by reason of a change of control or other circumstances ending that company's status as an associated company of the Company.

Participants can withdraw their partnership shares from the SIP at any time. However, matching shares will be subject to forfeiture if the corresponding partnership shares are withdrawn during the forfeiture period.

Company events

In the event of a general offer being made to shareholders during a holding period, participants will be able to direct the trustee of the SIP Trust as to how to act in relation to their Shares held in the SIP. In the event of a corporate reorganisation, shares held under the SIP may be replaced by equivalent shares in a new holding company.

Rights attaching to Shares

Shares issued in connection with the SIP will rank equally with other shares of the same class then in issue. The Company will apply for the listing of any shares issued in connection with the SIP.

Participants will not be entitled to any dividend, voting or other rights in respect of shares until the shares are issued or transferred to them (as appropriate).

If the trustee of the SIP permits, participants who hold Shares in the SIP may direct the trustee of the SIP how to exercise the voting rights attributable to the Shares held on their behalf, including rights in relation to a take-over, scheme of arrangement, merger or other corporate re-organisation or transaction. The trustee of the SIP will not exercise the voting rights unless it receives the participants' instructions.

Amendment provisions

Although the Board will have the power to amend the provisions of the SIP in any way, the provisions relating to: the participants; the Board's authority to issue shares, the limits on the number of Shares which may be issued under the SIP; the individual limit; the basis for determining a participant's entitlement to Shares or cash under the SIP or the adjustments of awards in the event of a variation of capital; and the amendment rule, cannot be altered to the advantage of participants without prior approval of shareholders in general meeting.

There are exceptions to this for certain minor changes or to ensure compliance with the SIP Code.

No change will be effective if it would result in the plan infringing the rule against perpetuities or not complying with the SIP Code.

Changes to existing rights will not normally apply if they are to the material disadvantage of a participant. There are exceptions to this for certain minor changes, or if consent is obtained.

The SIP will terminate on 28 April 2032 (or on such earlier date as the Board decides), although this will not affect any subsisting rights under the SIP.

This summary does not form part of the trust deed and rules of the SIP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the trust deed and rules of the SIP up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

