



Keeping the World Flowing
for Future Generations

Notice of Annual General Meeting 2024

30 April 2024

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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

Brunel Suite, 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 first exit onto London Road West. Turn left onto Eveleigh Avenue. Use 'BA1 7JD' if you are using a Sat Nav.

Nearest motorway link: M4 J18.

Nearest train station: Bath Spa 2.5 miles. Nearest airport: Bristol 20 miles.

QR code to register for audio line webinar



Part I

Rotork plc (the ‘Company’)

(Incorporated and registered in England and Wales under number 00578327)

Registered office:

Rotork House
Brassmill Lane
Bath
BA1 3JQ

To ordinary shareholders and, for information only, preference shareholders and information rights holders

NOTICE OF ANNUAL GENERAL MEETING 2024

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 Tuesday, 30 April 2024 in the Brunel Suite, 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, my first as Chair of Rotork’s Board, 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.

Election and re-election of directors

There have been a number of changes to the composition of the Board since the last AGM. Jonathan Davis, who has served as Group Finance Director since 2010, will be retiring after 21 years with Rotork and will step down from the Board at the conclusion of the 2024 AGM. The Board appointed Ben Peacock as Chief Financial Officer with effect from 11 March 2024 and he stands for election at this AGM. Ann Christin Andersen has decided not to seek re-election at the Company’s AGM in view of her appointment as CEO of Norwegian Energy Partners. Peter Dilnot stepped down from the Board on 31 December 2023 following his appointment as CEO of Melrose Industries PLC. Following a search process led by the Nomination Committee, Andrew Heath and Vanessa Simms were appointed to the Board as independent non-executive directors with effect from 1 April 2024 and 21 June 2024 respectively. Andrew will stand for election at this AGM with Vanessa standing for election at next year’s AGM. On behalf of the Board and all our colleagues, I’d like to thank those retiring directors for their significant contributions to the Company over the years and to wish them all the very best for the future. We are delighted to welcome Ben, Andrew and Vanessa to the Board, each of whom brings a wealth of industry experience and highly relevant skills to their respective roles.

Shareholder engagement

The Board has put in place a facility for shareholders to listen to the AGM proceedings through an audio webinar, which can be accessed through the QR code shown on the opposite page. Shareholders attending remotely through this webinar 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 Wednesday, 24 April 2024 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/aggm>) 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 Friday, 26 April 2024.

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 527,578 shares.

Yours sincerely

Dorothy Thompson, CBE

Chair
26 March 2024

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 in the Brunel Suite, Bailbrook House Hotel, Eveleigh Avenue, London Road West, Bath, Somerset BA1 7JD on Tuesday, 30 April 2024 at 12.00 noon to consider, and if thought fit, pass the following resolutions.

Resolutions 1 to 14 (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 15 to 19 (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 2023 together with the reports of the directors and auditor.

Final dividend

2. To declare a final dividend of 4.65p per ordinary share for the year ended 31 December 2023 payable on 24 May 2024 to shareholders on the register of members of the Company at close of business on 19 April 2024.

Approval of Directors' Remuneration Report

3. To approve the Directors' Remuneration Report set out on pages 129 to 153 of the Company's Annual Report and Accounts for the financial year ended 31 December 2023.

Re-election of directors

4. To re-elect TR Cobbold as a director of the Company.
5. To elect AJ Heath as a director of the Company.
6. To re-elect KT Huynh as a director of the Company.
7. To re-elect KFS Meurk-Harvey as a director of the Company.
8. To elect B Peacock as a director of the Company.
9. To re-elect JE Stipp as a director of the Company.
10. To re-elect DC Thompson as a director of the Company.

Auditor appointment

11. To appoint KPMG 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

12. To authorise the Audit Committee (for and on behalf of the Board of directors) to determine the auditor's remuneration.

Political donations

13. 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 29 July 2025.

Authority to allot shares

14. 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 £1,435,432; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £1,435,432 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 29 July 2025 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 14, 'rights issue' means an offer to:

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

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

Special resolutions

General authority to disapply pre-emption rights

15. THAT, subject to the passing of resolution 14, 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 14 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 14, 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 14 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 15) up to a nominal amount of £430,630, being not more than 10% of the issued ordinary share capital of the Company as at 14 March 2024, 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
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022,

such authority to apply until the earlier of the conclusion of the next AGM of the Company or until the close of business on 29 July 2025 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 15, 'rights issue' has the same meaning as in resolution 14 above.

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

16. THAT, in addition to any authority granted under resolution 15, and subject to the passing of resolution 14, 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 14 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 or sale of treasury shares up to an aggregate nominal amount of £430,630, being not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 14 March 2024, being the latest practicable date prior to publication of the notice of meeting, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the directors 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 in 2022; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group in 2022,

such authority to apply until the earlier of the conclusion of the next AGM of the Company or close of business on 29 July 2025 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.

Part II continued

Notice of Annual General Meeting

Special resolutions continued

Authority to purchase own ordinary shares

17. 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 86,125,908 (representing 10% of the Ordinary Shares remaining in issue at the date of this notice);
- (b) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses) shall not be more than the higher of:
 - (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- (c) the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses);
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 29 July 2025 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

18. 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 29 July 2025, 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

19. 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 29 July 2025, whichever is the earlier.

By order of the Board

Stuart Pain

Group General Counsel & Company Secretary
26 March 2024

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 includes the Directors' Report, the Strategic Report, the audited financial statements and the Independent Auditor's Report for the year ended 31 December 2023 ('2023 Annual Report'). The Company's 2023 Annual Report was published and made available to shareholders on 26 March 2024.

Resolution 2

Final dividend

The Board proposes, and resolution 2 seeks shareholder approval for, a final dividend of 4.65p per share for the year ended 31 December 2023. If approved, the recommended final dividend will be paid on 24 May 2024 to all shareholders who were on the register of members of the Company at the close of business on 19 April 2024.

The Company offers a Dividend Reinvestment Plan ('DRIP') which gives shareholders the opportunity to use their cash dividends to purchase shares in the Company. Shareholders who wish to join or cancel their participation in the DRIP must provide their instruction to Equiniti which must be received no later than 5.00 pm on 3 May 2024. The DRIP application form and further information on the plan can be found on the re-investment options page on www.shareview.co.uk/shareholders.

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 129 to 153 (inclusive) of the 2023 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 2023. This vote is advisory and the directors' entitlement to remuneration is not conditional on it.

Resolutions 4–10

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 with the exception of Ann Christin Andersen and Jonathan Davis, both of whom will be stepping down from the Board at the conclusion of the AGM, with Peter Dilnot having retired from the Board on 31 December 2023. Ben Peacock, the Chief Financial Officer and Andrew Heath, 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 external 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 individuals 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 Andrew Heath, the Board reviewed his other appointments and is satisfied with his approach to managing his time commitments. Neither Kiet Huynh nor Ben Peacock 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 11

Auditor appointment

Resolution 11 seeks shareholder approval for the appointment of KPMG LLP as the Company's auditor to hold office until the Company's next AGM. The Company is required to appoint an external auditor to serve until the next AGM at which accounts are laid before the Company.

Following a tender process, the Board approved the appointment of KPMG LLP to replace Deloitte LLP, which has been the Company's auditor for ten years. More information on the tender process can be found on page 124 of the 2023 Annual Report. Deloitte LLP has provided the Company with a 'Statement of Circumstances' confirming that it will cease to hold office as a consequence of the Company's decision to appoint KPMG LLP. A copy of the 'Statement of Circumstances' confirming there are no other reasons for not seeking re-election is set out in Appendix 2 of this notice.

Resolution 12

Auditor remuneration

Resolution 12 seeks shareholder approval for the Audit Committee (for and on behalf of the directors) to be authorised to determine the remuneration of the incoming auditor, KPMG LLP.

Part III continued

Explanatory notes to the resolutions

Resolution 13

Political donations

Resolution 13 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 13 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 2025.

Resolution 14

Authority to allot shares

Resolution 14 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 14 will give the Board a general authority to allot shares in the capital of the Company up to an aggregate nominal amount of £1,435,432 (representing approximately one third of the Company's issued ordinary share capital). Paragraph (b) of resolution 14 will give authority to the Board to allot further shares in the capital of the Company up to an aggregate nominal amount of £1,435,432 (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 14 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, 29 July 2025.

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 2024 (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.

Resolutions 15 and 16

General and additional authority to disapply pre-emption rights

If the directors wish to exercise the authority under Resolution 14 and 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 consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments or to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights. Resolutions 15 and 16, proposed as special resolutions, ask shareholders to grant this limited waiver. The disapplication authorities being sought are in line with the latest institutional shareholder guidance and in particular with the Pre-Emption Group Principles and template resolutions issued in November 2022.

Resolution 15 contains a three-part authority for general corporate purposes. The first restricts the waiver to the allotment of shares for cash in connection with a rights issue or other offer of shares. The second authorises allotments of shares for cash up to an aggregate nominal value of £430,630 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 10% of the issued ordinary share capital of the Company as at 14 March 2024 (being the latest practicable date prior to the publication of this notice), without having to first offer them to shareholders in proportion to their existing holdings. The third authorises the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the directors to be of a kind contemplated by paragraph 3 of Part 2B of the Pre-Emption Group's 2022 Statement of Principles.

The waiver granted by resolution 16 is in addition to the waivers granted by resolution 15 and itself has two parts. The first part restricts the waiver to the allotment of shares for cash up to an aggregate nominal value of £430,630 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 10% of the issued ordinary share capital of the Company as at 14 March 2024 (being the latest practicable date prior to the publication of this notice), without having to first offer them to shareholders in proportion to their existing holdings. This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-emption Group's March 2022 Statement of Principles. The second part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the directors to be of a kind contemplated by paragraph 3 of Part 2B of the Pre-Emption Group's 2022 Statement of Principles.

Resolutions 15 and 16 comply with the Investment Association's share capital management guidelines and follow the templates issued by the Pre-Emption Group in November 2022.

The directors do not have any present intention to exercise these disapplication authorities sought in resolutions 15 and 16; however, the directors consider it is in the best interests of the Company and appropriate for them to seek the flexibility that they provide. If the resolutions are passed, the authorities will expire at the conclusion of the Company's next AGM or, if earlier, 29 July 2025. It is the directors' intention to review this authority every year.

Resolution 17

Authority to purchase own ordinary 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 Company intends to exercise this renewed authority, if granted, to purchase shares in the market up to a value of £50 million through the share repurchase programme announced on 5 March 2024 (the 'Programme'). Other than through the Programme, the directors have no present intention to further 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 to 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 the 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 cancel 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 employees' 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 resale of shares held in treasury. As at 14 March 2024, no shares were held in treasury by the Company.

The maximum number of shares which may be purchased under the proposed authority will be 86,125,908 shares, representing approximately 10% of the issued ordinary share capital of the Company as at 14 March 2024 (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 2024 (being the latest practicable date before publication of this notice) was 2,379,728. The proportion of issued share capital that they represented at that time was 0.28% 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 0.31%. 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 29 July 2025.

Resolution 18

Authority to purchase own preference shares

Under resolution 18, a further special resolution will be proposed which will provide a renewed authority to purchase preference shares currently in issue. 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 29 July 2025.

Resolution 19

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 2023, 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 19 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 29 July 2025, whichever is the earlier. It is intended that a similar resolution will be proposed at 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 in the Brunel Suite, Bailbrook Hotel, Eveleigh Avenue, London Road West, Bath BA1 7JD, in good time before the Meeting which will commence at 12.00 noon on Tuesday, 30 April 2024. 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 Friday, 26 April 2024. In order to gain admittance to the Meeting, members will be required to produce their attendance 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 her/him.
3. A proxy need not also be a member of the Company but must attend the AGM in order to represent her/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 their votes are cast in accordance with their wishes. To be effective, the form must reach the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 12.00 noon on Friday, 26 April 2024. 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. You may register your vote online or register the appointment of a proxy for this AGM by creating an online portfolio at www.shareview.co.uk and following the on-screen instructions. You will need your Shareholder Reference Number shown on the Form of Proxy.
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 on the register of members of the Company at 6.30 pm on Friday, 26 April 2024 (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 12.00 noon on Friday, 26 April 2024. 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 12.00 noon on Friday 26 April 2024 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 2024 (being the latest practicable date prior to the publication of the Notice of Meeting), the Company's issued share capital consists of 861,259,077 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 2024 are 861,259,077.
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 the executive directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the non-executive directors 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.
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 +44 (0) 371 384 2280. 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



Dorothy Thompson, CBE (63)
Chair

Kiet Huynh (45)
Chief Executive Officer

Ben Peacock (49)
Chief Financial Officer

Tim Cobbold (61)
Senior Independent Director and
Non-executive Director Responsible
for Workforce Engagement

N

Appointed to the Board
December 2022

Skills, competencies and experience
Dorothy was previously Chief Executive Officer of Drax Group plc, the UK renewable power business, from 2005 to 2017. She is currently a non-executive director of Eaton Corporation plc, a leading global power management company listed on the New York Stock Exchange, and of the InstaVolt group, a provider of electric vehicle charging infrastructure. Dorothy retired as Senior Independent Director of the Bank of England in July 2022, where she had been on the Court since 2014. From 2018 to 2021, she served as the non-executive Chair of Tullow Oil plc and was a non-executive director of Johnson Matthey plc from 2007 to 2016.

External appointments
Non-executive director of Eaton Corporation plc

–

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

–

Appointed to the Board
March 2024

Skills, competencies and experience
Ben joined the Rotork Board in March 2024. He has spent most of his recent career in the industrial and flow control sectors, including the previous ten years at The Weir Group PLC where he latterly held the role of Vice President, Finance & IT, Minerals Division. Prior to joining Weir, Ben held finance roles in Vodafone Group plc and Intel Corporation. Ben is CIMA qualified and a Fellow of The Association of Corporate Treasurers.

External appointments
None

N A R S

Appointed to the Board
December 2018

Skills, competencies and experience
Tim was appointed Senior Independent Director of Rotork plc from 1 January 2024. Tim 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.

External appointments
Non-executive Chair of TI Fluid Systems plc



Andrew Heath (60)
Non-executive director

Karin Meurk-Harvey (58)
Non-executive director

Janice Stipp (64)
Non-executive director



Appointed to the Board
April 2024

Skills, competencies and experience

Andrew brings a wide range of experience in delivering transformation and shareholder value in technology-driven businesses. He is currently Chief Executive Officer of Spectris plc. From 2016 to 2018, he was CEO of Imagination Technologies Group plc, having previously served as a non-executive director of that company from 2012. From 2015, he was CEO of Alent plc. Andrew began his career at Rolls Royce and has an engineering degree from Imperial College and an MBA from Loughborough University. From 1 May 2024, it is proposed that he chairs the Safety and Sustainability Committee.

External appointments

Chief Executive Officer of Spectris plc



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 commercial expertise to Rotork's Board, particularly in high-growth technology/digital 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



Appointed to the Board
December 2020







Skills, competencies and experience

Janice brings 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 speciality 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 and Audit Chair-Designate of Diploma PLC

Non-executive director of ArcBest Corporation

-  Nomination Committee
-  Audit Committee
-  Remuneration Committee
-  Safety and Sustainability Committee
-  None
-  Denotes Chair

Appendix 2

Auditor statement of circumstances in ceasing to hold office



Deloitte LLP
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London EC4A 3HQ

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www.deloitte.co.uk

5 March 2024

Rotork Plc
Rotork House
Brassmill
Lane Bath
BA1 3JQ

Dear Directors

Ceasing to act as auditors of Rotork Plc (no. 00578327)

This letter is formal notice that we will not be seeking reappointment as auditors of Rotork Plc, and will therefore cease to hold office as auditors of Rotork plc with effect from the conclusion of the forthcoming accounts meeting on 30 April 2024 (the “2024 AGM”).

Our statement of reasons, together with circumstances which we believe should be brought to the attention of members and creditors, is attached.

Yours faithfully

Deloitte LLP

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Statement of reasons relating to Deloitte LLP ceasing to act as auditors of Rotork Plc

We are not seeking reappointment as auditors of the company and, accordingly, we will cease to hold office at the conclusion of the accounts meeting held on 30 April 2024. The reason for our ceasing to hold office is that the directors of the company have elected to change the auditor of the company following the 10 year mandatory retender process that Deloitte participated in.

Unless you apply to the Court, this statement must be sent by you within 14 days to every person entitled under Section 423 of the Companies Act 2006 to be sent copies of the company's accounts. This is a requirement of Section 520(2) of that Act. Unless you inform us that you have applied to the court, we are required to file a copy of this statement at Companies House.

Deloitte LLP – Audit registration

C009201919

5 March 2024

Under s523 Companies Act 2006 you are obliged to inform the FRC, as the appropriate audit authority, of the reasons for our ceasing to hold office. You can do this by email to registration@frc.org.uk or in writing to Change of Auditor Notifications, Financial Reporting Council, 8th Floor, 125 London Wall, London, EC2Y 5AS. You should either (a) attach a copy of our statement of reasons, saying that you agree with the contents of the statement, or (b) set out what you believe the reasons are for our ceasing to hold office, including your company's registered name and number, our name and address (Deloitte LLP, 1 New Street Square EC4A 3HQ) and our audit registration number which is C009201919.

rotork[®]

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