



Annual General Meeting Friday 20 April 2012  
Rotork House, Brassmill Lane, Bath BA1 3JQ



**Form of Proxy**

**For use at the Annual General Meeting to be held on  
Friday 20 April 2012**

**Shareholder reference number**

Form of Proxy for use at the fifty fifth Annual General Meeting of Rotork p.l.c. (the "Company") to be held at Rotork House, Brassmill Lane, Bath BA1 3JQ on 20 April 2012 at 12 noon ("AGM" or "Meeting").

I/We being a member/members of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting (Note 4)  as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the AGM and at any adjournment thereof in relation to the resolutions specified in the notice of AGM (the "resolutions") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof.

Box 1  Number of shares to which this proxy appointment relates (Note 2)

Box 2  Please insert a "X" here if this proxy appointment is one of multiple proxy appointments being made (Note 3)

I/We direct my/our proxy to vote as follows in respect of the resolutions (Note 5):

	For	Against	Vote Withheld	Discretionary (Note 5)
<b>ORDINARY BUSINESS</b>				
<b>1</b> To receive and adopt the Directors' Report and Accounts and the Auditors' Report thereon for 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> To re-elect IG King as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> To re-elect PI France as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b> To re-elect JM Davis as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>6</b> To re-elect RH Arnold as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7</b> To re-elect GM Ogden as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8</b> To re-elect JE Nicholas as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>9</b> To re-elect RC Lockwood as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>10</b> To re-elect G Bullard as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11</b> To re-appoint KPMG Audit Plc as Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12</b> To authorise the directors to fix the remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>13</b> To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS</b>				
<b>14</b> To authorise the directors to allot shares (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>15</b> To empower the directors to allot shares for cash without first offering them to existing shareholders (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>16</b> To authorise the Company to purchase ordinary shares (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>17</b> To authorise the Company to purchase preference shares (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>18</b> To fix the notice period for general meetings (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>19</b> To authorise the extension of the Rotork p.l.c. Share Incentive Plan (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date

Signed

Please see reverse for note on the completion of the Form of Proxy  
Tear along dotted line

BUSINESS REPLY SERVICE  
LICENCE NO. SEA 10855

Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 6ZX



**Notes:**

- 1 Every holder has the right to appoint some other person(s) of their choice, who need not be a member of the Company as his proxy to exercise all or any of his rights to attend, speak and vote on their behalf at the Meeting.
- 2 If the proxy is being appointed in relation to less than your full voting entitlement, please enter in Box 1 the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 3 To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars' helpline on 0871 384 2280\* (overseas shareholders should call +44 (0) 121 415 7047) or you may photocopy this form. Please indicate in Box 1 the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by inserting an "X" in Box 2 if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
- 4 A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy (who need not be a member of the Company) should insert that person's name in the space provided in substitution for the reference to "the Chairman of the Meeting" (and delete that reference) and initial the alteration.
- 5 Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the resolutions. If you mark the box "vote withheld" it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you mark the box "discretionary" or fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
- 6 To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by 12 noon on Wednesday 18 April 2012.
- 7 The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but if he or she does so this proxy appointment will terminate automatically.
- 8 In the case of a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
- 9 In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
- 10 Any alterations made to this form of proxy should be initialled.
- 11 A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out in note 6 above. A member who requires another form of proxy should contact the Company's registrars' helpline on 0871 384 2280\* (overseas shareholders should call +44 (0) 121 415 7047). The time limits for proxy appointments in note 6 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 in note 6 will take precedence.
- 12 A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars to the address set out in note 6. The revocation notice must be received by the Company's registrars by the time limit set out in note 6. Subject to note 6, any revocation notice received after this time will not have effect.
- 13 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 Wednesday 18 April 2012. 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. 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.
- 14 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, you do not have the right to appoint a proxy 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 not 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.

If you would prefer, you may post this Form of Proxy in an envelope to Equiniti, FREEPOST SEA 10855, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX. No stamp is required.

\* Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday.