

Rotork plc
Company number: 00578327

At the Annual General Meeting of the above named company, duly convened and held at Rotork House, Brassmill Lane, Bath, BA1 3HZ on 30 April 2021 at 12 noon, all resolutions were passed including the following resolutions concerning items of special business:

Ordinary Resolution:

Authority to allot shares

13. THAT:

- (a) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company (the "**Rights**") up to a maximum nominal amount of £1,456,745;
- (b) in addition to the amount referred to in paragraph **Error! Reference source not found.** above, the directors be and are generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all powers of the Company to allot equity securities (within the meaning of section 560(1) of the Act) or grant Rights up to a maximum nominal amount of £1,456,745 in connection with a rights issue to:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
 - (ii) holders of other equity securities of any class if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may make such exclusions or other arrangements as they consider necessary or expedient in relation to equity securities as defined in section 560(3) of that Act (sale of treasury shares), fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (c) the authorities conferred by paragraphs (a) and (b) above, shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 29 July 2022, except that the Company may at any time before this authority expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted after it expires and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if this authority had not expired; and
- (d) all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of

any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special Resolutions:

General authority to disapply pre-emption rights

14. THAT:

(a) the directors be given power:

- (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "**Act**")) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and/or
- (ii) to sell equity securities as defined in section 560(3) of that Act (sale of treasury shares) (the "**Treasury Shares**") for cash,

in either case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power conferred by this resolution shall be limited:

- (A) to an allotment of equity securities in connection with an offer (and in the case of an authority conferred by paragraph (b) of resolution 13 by way of a rights issue only), open for acceptance for a period fixed by the directors, to or in favour of:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares held by them on the relevant record date; and
 - (ii) holders of other equity securities of any class if this is required by the rights attaching to those securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities;

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to Treasury Shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

- (B) to the allotment of equity securities, or sale of the Treasury Shares pursuant to the authority granted under resolution 13 (in each case otherwise than under paragraph (A) above) having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding, in aggregate, £218,533;

(b) this power conferred by this resolution 14 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 2022;

- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted or Treasury Shares to be sold after it expires and the directors may allot equity securities or sell Treasury Shares in pursuance of such offer or agreement as if the power conferred by this resolution 14 had not expired.

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

15. THAT:

- (a) in addition to any authority granted under resolution 14, the directors be given power:
 - (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006) (the "**Act**") for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and/or
 - (ii) to sell equity securities as defined in section 560(3) of that Act (sale of treasury shares) (the "**Treasury Shares**") for cash,

in either case as if section 561 of the Act did not apply to the allotment or sale, provided that this power conferred by this resolution shall be:

- (A) limited to the allotment of equity securities, or sale of Treasury Shares for cash, having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding, in aggregate £218,533; 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 board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice;
- (b) this power conferred by this resolution 15 shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 29 July 2022; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted or Treasury Shares to be sold after it expires and the directors may allot equity securities or sell Treasury Shares in pursuance of such offer or agreement as if the power conferred by this resolution 15 had not expired.

Authority to purchase own ordinary shares

- 16. 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 number of Ordinary Shares that may be purchased under this authority is 87,413,485;
- (b) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) 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 payable by the Company in connection with the purchase);
- (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 2022 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

17. 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 5 business days

immediately preceding the day on which the Preference Share is contracted to be purchased; and

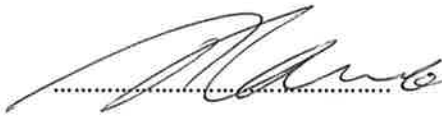
- (ii) £1.60; and
- (d) the authority hereby conferred shall expire on the conclusion of the AGM of the Company to be held in 2022, (or, if earlier, at the close of business on 29 July 2022), save that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might 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.

Articles of Association

- 18. THAT with effect from the end of the meeting, the articles of association produced to the meeting, and for the purpose of identification, signed by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Notice period for general meetings

- 19. That a general meeting of the Company (not being an AGM) may be called on not less than 14 clear days' notice.

A handwritten signature in black ink, appearing to be 'M. A. B.', written over a dotted line.

Chairman

