

**Companies Act 2006**  
**Public Company Limited By Shares**  
**Resolutions of Rotork plc (the “Company”) (Company number: 00578327)**  
(passed 1 May 2026)

At the Annual General Meeting of the members of Rotork plc, duly convened and held in the Goodall Room, 9<sup>th</sup> Floor, at FTI Consulting, 200 Aldersgate, Aldersgate Street, London EC1A 4HD on 1 May 2026 at 09.00 am, all resolutions were passed including the following resolutions concerning items of special business:

**As an Ordinary Resolution:**

**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 £1,372,263; and
  - (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount of £1,372,263 in connection with a fully pre-emptive offer,
- such authorities to apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 1 August 2027 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, ‘fully pre-emptive offer’ 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, 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.

**As a Special Resolution:**

**General authority to disapply pre-emption rights**

16. THAT, 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 fully pre-emptive offer 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 16) up to a nominal amount of £411,679, being not more than 10% of the issued Ordinary Share capital of the Company as at 13 March 2026, 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 Part 2B of 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 annual general meeting of the Company or until close of business on 1 August 2027 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 16, 'fully pre-emptive offer' has the same meaning as in resolution 15 above.

**As a Special Resolution:**

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

17. THAT, in addition to any authority granted under resolution 16, 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 or sale of treasury shares up to an aggregate nominal amount of £411,679, being not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 13 March 2026, being the latest practicable date prior to publication of this Notice, 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 prior to the date of this Notice; 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 Part 2B of 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 annual general meeting of the Company or close of business on 1 August 2027 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.

**As a Special Resolution:**

**Authority to purchase own Ordinary Shares**

18. THAT, in accordance with Section 701 of 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 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 82,335,820 representing 10% of the issued ordinary share capital of the Company as at 13 March 2026 (being the latest practicable date prior to the publication 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, or, if earlier, at close of business on 1 August 2027 unless previously renewed, varied or revoked by the Company in a general meeting; 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.

**As a Special Resolution:**

**Authority to purchase own Preference Shares**

19. THAT the Company be, and it is generally and unconditionally, authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Preference Shares 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 as at 13 March 2026 (being the latest practicable date prior to the publication 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, or, if earlier, at close of business on 1 August 2027, unless previously renewed, varied or revoked by the Company in a general meeting, 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.

**As a Special Resolution:**

**Notice period for general meetings**

20. THAT the directors of the Company be authorised to call general meetings of the Company (other than an annual general meeting) on not less than 14 clear days' notice, such authority to expire at the conclusion of the next annual general meeting of the Company, or at close of business on 1 August 2027, whichever is the earlier.

For the purposes of the above resolutions: 'Ordinary Share' means an ordinary share in the capital of the Company, each with a nominal value of 0.5 pence. 'Preference Share' means a 9.5% cumulative

non-voting preference share of £1.00 each in the Company, with the rights more fully set out in the Company's Articles of Association

A handwritten signature in black ink, appearing to read 'Stuart Pain', written over a horizontal dotted line.

Stuart Pain, Group General Counsel & Company Secretary

1 May 2026