



For use at the Annual General Meeting to be held on Friday 28 April 2017

You can submit your proxy electronically at www.sharevote.co.uk using the numbers below

Title Name Surname

Address 1

Address 2

Address 3

Address 4

Address 5

Postcode

Voting ID

XXXXXXXX

Task ID

XXXXXX

Shareholder ref. no. XXXXXXXXXXXX

Form of Proxy for use at the sixtieth Annual General Meeting of Rotork plc (the "Company") to be held at Rotork House, Brassmill Lane, Bath, BA1 3JQ on Friday 28 April 2017 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 to (Note 2)

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

Table with 5 columns: RESOLUTIONS, FOR, AGAINST, VOTE WITHHELD, DISCRETIONARY (NOTE 5). Rows include Ordinary Business (1-12) and Special Business (13-18).

Date [ ]

Signed [ ]

## 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, additional proxy forms may be obtained by contacting the Company's registrars' helpline on 0371 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, 26 April 2017. For those shareholders appointing a proxy and who prefer to register the appointment of their proxy electronically via the internet, they can do so through Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, the shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and then clicking on the link to vote. The on-screen instructions give details on how to complete the appointment process. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 12 noon on Wednesday, 26 April 2017.
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 0371 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, 26 April 2017. 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 do not have such a 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.
15. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

\* Lines are open 8.30am to 5.30pm, Monday to Friday.