



CHAIRMAN'S EXPLANATORY LETTER AND NOTICE OF ANNUAL GENERAL MEETING

This document is important and requires your immediate attention.

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to consult a stockbroker, bank manager, solicitor, accountant or other appropriate independent adviser immediately.

If you have recently sold or otherwise transferred all of your Rotork shares, please pass this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

ANNUAL GENERAL MEETING

Friday 24 April 2009

The Notice of the Annual General Meeting to be held at the Company's registered office at Brassmill Lane, Bath BA1 3JQ on Friday 24 April is set out at page 7 of this document.

2 March 2009

Dear Shareholder,

I am writing to inform you that the Annual General Meeting (the "AGM") of Rotork p.l.c. (the "Company") will be held on Friday 24 April 2009 at noon at the Company's registered office at Brassmill Lane, Bath BA1 3JQ. Details of the business to be considered are set out in the Notice of Meeting which follows this letter. I should like to make some comments on a number of the matters to be transacted at the meeting.

DIRECTORS

RH Arnold and I will, in accordance with the existing Articles of Association of the Company, retire by rotation and, being eligible, offer ourselves for re-election under Resolutions 3 and 4 respectively.

Biographical and other details relating to the Directors to be re-elected are contained in the Annual Report & Accounts for year ended 31 December 2008. A formal Board evaluation led by me was conducted during the year of the Board, its committees and individual directors. Bob Arnold, President of Rotork Controls Inc., has responsibility for Rotork's operations in the Americas and he has been in that position since 1988. A letter from the senior independent non-executive director in respect of my re-election appears on page 4 of this document.

REMUNERATION REPORT

All quoted companies are required by law to produce for each financial year a Directors' Remuneration Report which sets out the Remuneration Committee's policy in relation to Directors' remuneration, together with the remuneration and benefits paid to Directors during the year. The Company is also required to put an ordinary resolution to shareholders approving the Report at the meeting at which the Company's Annual Report & Accounts for that year are laid.

Accordingly, Resolution 7 seeks approval of the Directors' Remuneration Report which is set out on pages 37 to 42 of the Annual Report & Accounts for year ended 31 December 2008.

AUTHORITY TO ALLOT SHARES

Resolution 8 will be proposed as an Ordinary Resolution giving the Directors a general authority to allot the unissued shares of the Company, having an aggregate nominal value of £1,123,737 (currently representing 22,474,740 ordinary shares of 5p each). This represents approximately 26% of the total ordinary share capital of the Company in issue at the date of this letter. The Directors have no present intention of exercising this authority save to satisfy options exercised under the Company's share option schemes. This authority will expire at the conclusion of the AGM to be held in 2010.

Resolution 9, which will be proposed as a Special Resolution, is to renew the Directors' authority to issue equity securities for cash otherwise than in proportion to existing holdings. This authority is limited to shares having a maximum aggregate nominal value of £215,855 (currently representing 4,317,100 ordinary shares of 5p each) which represents just under 5% of the total ordinary share capital of the Company in issue at the date of this letter. This authority will expire at the conclusion of the AGM to be held in 2010.

AUTHORITY TO PURCHASE OWN SHARES

Under Resolution 10, which is 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 maximum number of ordinary shares which the Company may purchase pursuant to this authority is limited to a maximum of 8,500,000 ordinary shares, representing just under 10% of the total ordinary share capital of the Company in issue at the date of this letter.

There are outstanding options to subscribe for a total of 320,647 ordinary shares in the Company. That number of shares represents under 1% of the Company's existing issued share capital. If the Company was to exercise in full the proposed authority to purchase its own shares, the shares for which there are outstanding options to subscribe would still represent under 1% of the Company's existing issued share capital as reduced by those purchases.

In seeking this authority the Board is not indicating any commitment to buy back ordinary shares. The Board will only exercise the authority if, in the light of market conditions prevailing at the time, it considers that the purchases of ordinary shares can be expected to result in an increase in earnings per share and be in the best interests of shareholders generally. The Directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. In the event of any purchase under this authority, the Directors would either hold the purchased ordinary shares in treasury or cancel them. The Company may only hold up to 10% of the issued ordinary share capital of the Company in treasury. The authority will expire at the conclusion of the next AGM of the Company.

Under Resolution 11, a further Special Resolution will be proposed which will provide a renewed authority to purchase preference shares. 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 will continue to purchase this class of shares as they become available and then cancel them.

NOTICE PERIODS FOR GENERAL MEETINGS

Resolution 12, which is proposed as a Special Resolution, reflects the proposed implementation in August 2009 of the EU Shareholder Rights Directive. The regulation implementing this Directive will increase the default notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 12 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

ACTION TO BE TAKEN

Whether or not you intend to come to the meeting, please complete and return the accompanying prepaid Form of Proxy to the Company's Registrars so as to be received no later than noon on 22 April 2009. By doing so, you will not preclude yourself from attending and voting in person at the meeting.

RECOMMENDATION

Your Board considers each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, your directors unanimously recommend that you vote in favour of the resolutions.

Yours sincerely

A handwritten signature in black ink that reads "R. Lockwood". The signature is written in a cursive style and is positioned above a long, thin horizontal line that extends to the right.

ROGER LOCKWOOD

CHAIRMAN

2 MARCH 2009

Dear Shareholder,

You will note our Chairman, Roger Lockwood, retires by rotation and, being eligible, has offered himself for re-election at the forthcoming AGM. Corporate Governance best practice as set out in the Combined Code requires boards to provide, on re-election of non-executive directors, confirmation that, following evaluation, the individual's performance continues to be effective and the individual continues to demonstrate commitment to the role. Under the Board evaluation process in place I lead the evaluation of the Chairman and, in that capacity, I confirm that the Chairman continues to be effective and to demonstrate appropriate commitment (including appropriate time commitment) to his role, and on behalf of the Board I strongly commend his re-election to you.

Yours sincerely

A handwritten signature in black ink, appearing to be 'IG KING', written in a stylized, cursive script.

IG KING

SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

2 MARCH 2009

NOTICE OF MEETING

Notice is hereby given that the fifty second Annual General Meeting of Rotork p.l.c. will be held at Rotork House, Brassmill Lane, Bath BA1 3JQ on Friday 24 April 2009 at 12 noon for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions:

1. That the Directors' Report and Accounts and the Auditors' Report thereon for the year ended 31 December 2008 be received and adopted.
2. That a final dividend at the rate of 16.75p per share on the ordinary share capital of the Company be declared for the year ended 31 December 2008 payable on 8 May 2009 to shareholders on the register at close of business on 14 April 2009.
3. That RH Arnold be re-elected a Director of the Company.
4. That RC Lockwood be re-elected a Director of the Company.
5. That KPMG Audit Plc be re-appointed as the Company's Auditors until the conclusion of the next Annual General Meeting of the Company.
6. That the Directors be authorised to fix the Auditors' remuneration.
7. That the Directors' Remuneration Report for the year ended 31 December 2008 set out on pages 37 to 42 of the document also containing the Directors' Report and Accounts for the year ended 31 December 2008 be approved.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions of which resolution 8 is proposed as an ordinary resolution and resolutions 9 to 12 (inclusive) are proposed as special resolutions.

8. 8.1 That the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") (in substitution for all subsisting authorities to the extent unused, other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution) to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum aggregate nominal amount of £1,123,737, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2010.
- 8.2 That the Company is authorised to make, prior to the expiry of the authority to allot relevant securities, any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said authority and the Directors may allot relevant securities pursuant to any such offer or agreement notwithstanding the expiry of the authority given by this resolution.
9. That the Directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in section 94 of the Act) of the Company for cash pursuant to the authority conferred by resolution 8 above, and/or where such an allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if section 89(1) of the Act did not apply to such allotment provided that the power shall be limited to:
 - 9.1 the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 162A(3) of the Act)) on a fixed record date in proportion (as nearly as practicable) to their respective holdings of such shares or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or otherwise howsoever); and
 - 9.2 the allotment (otherwise than pursuant to paragraph 9.1 above) of equity securities up to an aggregate nominal amount equal to £215,855,and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010, save that the Company may, prior to the expiry of such power, make any offer or agreement which would or might require relevant equity securities to be allotted after such expiry and the Directors may allot relevant equity securities pursuant to any offer or agreement notwithstanding the expiry of the power conferred by this resolution.

NOTICE OF MEETING

10. That, subject to the consent of the holders of 9 ½% cumulative preference shares of £1 each not being withdrawn in accordance with the resolution passed by the holders thereof on 3 August 1995, the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985 (as amended)) of ordinary shares of 5p each of the Company provided that:
- 10.1 the maximum number of ordinary shares hereby authorised to be acquired is 8,500,000;
 - 10.2 the minimum price which may be paid for any such share is 5 pence (exclusive of expenses);
 - 10.3 the maximum price (exclusive of expenses) which may be paid for any such shares is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - 10.4 the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010, save that the Company may, prior to the expiry of such authority, make any offer or agreement which would or might require ordinary shares to be purchased by the Company after such expiry and the Company may purchase ordinary shares notwithstanding such expiry.
11. That, subject to the consent of the holders of 9 ½% cumulative preference shares of £1 each ("preference shares") not being withdrawn in accordance with the resolution passed by the holders thereof on 22 May 1998, the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985 (as amended)) of preference shares of the Company provided that:
- 11.1 the maximum number of preference shares hereby authorised to be acquired is 42,194 (being all the preference shares remaining in issue at the date of this notice);
 - 11.2 the minimum price which may be paid for any such share is £1.00 (exclusive of expenses);
 - 11.3 the maximum price (exclusive of expenses) which may be paid for any such share is an amount equal to whichever is the higher of (i) 105% of the average of the 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
 - 11.4 the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010, save that the Company may, prior to the expiry of such authority, make any 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.
12. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



SR JONES
SECRETARY

ROTORK HOUSE
BRASSMILL LANE
BATH BA1 3JQ

NOTICE OF MEETING

NOTES

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent 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 Chairman of the AGM or another person as proxy. To be effective the form must reach the Company's registrars Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX by 12 noon on Wednesday 22 April 2009.
2. 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 at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 11.45am on the day of the AGM until its conclusion.
3. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 6.00pm on Wednesday 22 April 2009 (or if the AGM is adjourned, two working days before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. 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.
4. 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 1 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.
5. 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 22 April 2009. 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.
6. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - (a) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - (b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure.

ROTORK P.L.C.

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