



Chairman's explanatory letter and Notice of Meeting

This document is important and requires your immediate attention.

If you are in any doubt about 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 purchaser or transferee, or to the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Annual General Meeting
Friday 23 April 2010



23 March 2010

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 23 April 2010 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

A formal evaluation led by me of the Board, its committees and individual directors was conducted during the year.

IG King and PI France will, in accordance with the existing Articles of Association of the Company, retire by rotation and, being eligible, offer themselves for re-election under Resolutions 3 and 4 respectively. Ian King is the senior independent non-executive director and has been a director of the Company since 2005. Peter France is the Company's Chief Executive and has held that position since his appointment in April 2008.

JM Davis' appointment as Finance Director will be effective as of 1 April 2010. This AGM will therefore be the first opportunity for him to offer himself for election under Resolution 5. Jonathan Davis, a chartered accountant, has been Divisional Finance Director of the Rotork Controls Division since 2008. He previously held the position of Group Financial Controller and has held finance roles within a number of listed public companies.

Further biographical and other details relating to the Directors to be elected and re-elected are contained in the Annual Report & Accounts for the year ended 31 December 2009.

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 8 seeks approval of the Directors' Remuneration Report which is set out on pages 37 to 42 of the Annual Report & Accounts for the year ended 31 December 2009.

Amendments to Articles of Association

Resolution 9, which will be proposed as a Special Resolution, relates to the adoption of revised articles of association following the full implementation of the Companies Act 2006 in October 2009. The principal changes are set out in the annex to the Notice of Meeting.

Authority to Allot Shares

Resolution 10 will be proposed as an Ordinary Resolution giving the Directors a general authority to allot further shares of the Company, having an aggregate nominal value of £1,430,000 (currently representing 28,600,000 ordinary shares of 5p each). This represents approximately one-third of the total ordinary share capital of the Company in issue at the date of this letter in accordance with institutional shareholder guidelines. 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 2011.

Resolution 11, 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 £215,000 (currently representing 4,300,000 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 2011.

Authority to Purchase Own Shares

Under Resolution 12, 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 8,600,000 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 292,353 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 authority will expire at the conclusion of the next AGM of the Company.

Under Resolution 13, 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

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period. Before the coming into force of the Shareholders' Rights Regulations in August 2009, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 14, which is proposed as a Special Resolution, seeks such approval. AGMs will continue to be held on at least 21 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The Board will only utilise the authority to hold meetings on less than 21 clear days' notice where it considers it to be in the best interests of shareholders.

Rotork Long Term Share Incentive Plan (2010)

A separate circular enclosed with this letter sets out details of the Rotork Long Term Share Incentive Plan (2010) (the "Plan"), which will replace the incentive plan approved by shareholders in 2000. Resolution 15 seeks the approval of shareholders to the Plan in accordance with the Listing Rules.

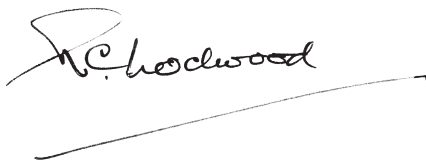
Action to be Taken

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 12 noon on Wednesday 21 April 2010. 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 with a long horizontal line extending to the right from the end of the name.

Roger Lockwood
Chairman

23 March 2010

Notice of Meeting

Notice is hereby given that the fifty third Annual General Meeting of Rotork p.l.c. (the "Company") will be held at Rotork House, Brassmill Lane, Bath BA1 3JQ on Friday 23 April 2010 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 2009 be received and adopted.
2. That a final dividend at the rate of 17.25p per share on the ordinary share capital of the Company be declared for the year ended 31 December 2009 payable on 7 May 2010 to shareholders on the register at close of business on 9 April 2010.
3. That IG King be re-elected a Director of the Company.
4. That PI France be re-elected a Director of the Company.
5. That JM Davis be elected a Director of the Company.
6. That KPMG Audit Plc be re-appointed as the Company's Auditors until the conclusion of the Annual General Meeting of the Company to be held in 2011.
7. That the Directors be authorised to fix the Auditors' remuneration.
8. That the Directors' Remuneration Report for the year ended 31 December 2009 set out on pages 37 to 42 of the document also containing the Directors' Report and Accounts for the year ended 31 December 2009 be approved.

Special business

To consider and, if thought fit, to pass the following resolutions of which resolutions 10 and 15 are proposed as ordinary resolutions and resolutions 9 and 11 to 14 (inclusive) are proposed as special resolutions:

9. That:
 - (a) the articles of association of the Company be and they are amended by deleting to the fullest extent permitted by law all of the provisions of the Company's memorandum of association which, by virtue of Section 28 of the Companies Act 2006 (the "Act"), are to be treated as provisions of the Company's articles of association; and
 - (b) the draft articles of association produced to the meeting and initialled for the purposes of identification by the chairman of the meeting be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.
10. That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £1,430,000, provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Notice of Meeting continued

11. That the directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 10 above, and/or by way of a sale of treasury shares (by virtue of Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment, provided that:
- (a) the power conferred by this resolution shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (ii) the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to £215,000; and
 - (b) unless previously revoked, varied or extended, this power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011 except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.
12. That, subject to the consent of the holders of 9 1/2% 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 generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 5 pence each of the Company provided that:
- (a) the maximum number of ordinary shares hereby authorised to be acquired is 8,600,000;
 - (b) the minimum price which may be paid for any such share is 5 pence (exclusive of expenses);
 - (c) 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
 - (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011, save that the Company may, prior to the expiry of such authority, make an 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.

13. That, subject to the consent of the holders of 9 1/2% 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 generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of preference shares of the Company provided that:

- (a) 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);
- (b) the minimum price which may be paid for any such share is £1.00 (exclusive of expenses);
- (c) 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
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011, 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.

14. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

15. That the Rotork Long Term Share Incentive Plan (2010), the main features of which are summarised in the appendix to the circular to shareholders dated 23 March 2010 enclosed with this notice, to be constituted by the rules produced to the meeting and signed by the chairman of the meeting for the purposes of identification, be and it is hereby approved, and the directors be and they are hereby authorised to do all acts and things necessary to carry the same into effect, including the making of any changes to the rules as the directors may consider necessary or desirable.

SR Jones
Secretary
23 March 2010

Registered Office
Rotork House
Brassmill Lane
Bath BA1 3JQ

Notice of Meeting continued

Notes

1. A member of the Company who wishes to attend the meeting in person should arrive at the offices of the Company at Brassmill Lane, Bath BA1 3JQ, in good time before the meeting, which will commence at noon. In order to gain admittance to the meeting, members may be required to produce their proxy card, or otherwise prove their identity.
2. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him.
3. 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 21 April 2010.
4. 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 21 April 2010 (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.
5. 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 2 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.
6. 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 21 April 2010. 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 (available at www.euroclear.com/CREST). 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.
7. Members attending the meeting have the right to ask and, subject to the provisions of the Companies Act 2006, the Company must cause to be answered, any questions relating to the business being dealt with at the meeting.
8. As at 16 March 2010 (being the latest practicable date prior to the publication of the notice of annual general meeting) the Company's issued share capital consists of 86,634,358 ordinary shares carrying one vote each and 42,194 preference shares which do not currently carry the right to vote. Therefore the total voting rights in the Company as at 16 March 2010 are 86,634,358.
9. The following information is available at www.rotork.com: (i) the matters set out in the notice of annual general meeting; (ii) the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting; (iii) the totals of the voting rights that members are entitled to exercise at the meeting; and (iv) members' statements, members' resolutions and members' matters of business received by the Company after the date on which notice of the meeting was given.
10. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
11. You may not use any electronic address provided in either the notice of annual general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

12. The following documents are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of the notice of annual general meeting until the conclusion of the annual general meeting and will also be available for inspection at the place of the meeting from 11.45 a.m. on the day of the meeting until its conclusion:

- (a) 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;
- (b) a copy of the proposed new articles of association of the Company, and a copy of the existing articles of association marked to show the changes being proposed in resolution 9(b); and
- (c) a copy of the rules of the Rotork Long Term Share Incentive Plan (2010).

Copies of the documents referred to in note 12(b) will also be available for inspection at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB from the date of the notice of annual general meeting until the conclusion of the meeting.

Annex

Explanatory notes in relation to the principal changes to the Company's Articles of Association

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, were treated as forming part of the Company's articles of association with effect from 1 October 2009. Resolution 9(a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the revised articles of association (the "New Articles") also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Company's existing articles of association (the "Existing Articles") which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006.

3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

5. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Existing Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly certain of the relevant enabling provisions have been removed in the New Articles.

6. Suspension of registration of share transfers

The Existing Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Existing Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

7. Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Existing Articles have been changed to reflect this requirement.

8. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

