

Rotork plc

AGM Statement

Results of the Annual General Meeting held on 26 April 2019 at Bailbrook House Hotel, Eveleigh Avenue, London Road, Bath BA1 7JD

The Directors are pleased to announce that the shareholders of Rotork plc (the "Company") at the Company's Annual General Meeting on Friday 26 April 2019 passed by poll all the resolutions as set out in the Notice of Annual General Meeting dated 25 March 2019.

The following table summarises the proxy voting instructions received from shareholders prior to the meeting. In total, valid proxy instructions were received in respect of 78.87% of the issued share capital.

A copy of each of the resolutions passed by the Company, other than those resolutions concerning ordinary business, will be submitted and made available for inspection from the National Storage Mechanism at www.morningstar.co.uk.

A copy of this announcement has been posted on the Company's website at www.rotork.com/investors/index/agm.

Resolution		For ³		Against ³		No. of Votes withheld ⁴	Total Capital Instructed
		No. of Shares	%	No. of Shares	%		
1.	To receive and adopt the Annual Report and Accounts and the Auditor's Report thereon for 2018	687,025,818	99.99	102,467	0.01	1,299,487	78.80%
2.	To declare a final dividend	688,173,919	100.00	25,350	0.00	188,494	78.93%
3.	To re-elect JM Davis as a director	685,985,986	99.68	2,232,155	0.32	199,632	78.93%
4.	To re-elect SA James as a director	684,121,486	99.41	4,087,425	0.59	208,862	78.93%
5.	To re-elect MJ Lamb as a director	677,305,786	98.73	8,706,759	1.27	2,405,227	78.67%
6.	To re-elect LM Bell as a director	684,132,135	99.41	4,092,203	0.59	203,435	78.93%
7.	To re-elect KG Hostetler as a director	660,740,506	96.02	27,355,765	3.98	199,632	78.91%

8.	To re-elect PG Dilnot as a director	677,142,559	98.71	8,866,704	1.29	2,331,014	78.67%
9.	To elect AC Andersen as a director	688,086,033	99.99	84,808	0.01	206,922	78.92%
10.	To elect TR Cobbold as a director	681,910,886	99.08	6,297,161	0.92	209,725	78.93%
11.	To re-appoint Deloitte LLP as Auditor of the Company	687,827,467	99.96	281,311	0.04	211,884	78.91%
12.	To authorise the directors to fix the remuneration of the Auditor	688,081,168	99.98	133,241	0.02	204,923	78.93%
13.	To approve the Directors' Remuneration Report	677,043,522	98.39	11,070,286	1.61	301,224	78.92%
14.	To authorise the directors to allot shares	666,955,859	96.91	21,258,479	3.09	205,034	78.93%
15.	To enable the directors to allot shares for cash without first offering them to existing shareholders for pre-emptive issues and general purposes*	668,984,783	97.21	19,213,904	2.79	220,645	78.93%
16.	To enable the directors to allot shares for cash without first offering them to existing shareholders for acquisitions and other capital investments*	664,802,646	96.61	23,329,575	3.39	297,110	78.92%

17.	To authorise the Company to purchase ordinary shares*	683,458,883	99.35	4,460,663	0.65	324,230	78.89%
18.	To authorise the Company to purchase preference shares*	685,850,533	99.67	2,251,337	0.33	249,438	78.91%
19.	To fix the notice period for general meetings*	605,540,547	88.02	82,454,199	11.98	190,371	78.90%
20.	To approve the Rotork Long Term Incentive Plan 2019 ("2019 LTIP") rules	684,219,664	99.46	3,680,542	0.54	426,685	78.89%
21.	To authorise the directors to grant awards under the 2019 LTIP	684,311,489	99.46	3,695,347	0.54	422,495	78.90%

*Special Resolution

Notes:

1. All resolutions were passed.
2. The total votes cast in favour of each resolution includes those giving the Chairman discretion.
3. Votes "For" and "Against" are expressed as a percentage of votes received.
4. A "vote withheld" is not a vote in law and is not counted in the calculation of the votes "for" or "against" a resolution.
5. The total number of ordinary 0.5p shares in issue at 6.30pm on 24 April 2019 was 871,963,909.

Enquiries:

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26 April 2019