**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION**

**FOR IMMEDIATE RELEASE**

**6 August 2026**

**RECOMMENDED CASH ACQUISITION**

**of**

**ROTORK PLC ("ROTORK")**

**by**

**ABB LTD ("ABB")**

**(through its indirect, wholly-owned subsidiary, ABB Automation Holding UK Limited ("Bidco"))**

**and**

**Proposal for the acquisition of the Rotork Preference Shares by ABB (through its indirect, wholly-owned subsidiary, Bidco)**

**each to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006**

**PUBLICATION OF SCHEME DOCUMENT**

On 16 July 2026, the boards of directors of Rotork and ABB announced that they had reached agreement on the terms of a recommended cash acquisition pursuant to which Bidco will acquire the entire issued and to be issued ordinary share capital of Rotork (the "**Acquisition**"). It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Ordinary Share Scheme**").

In connection with the Acquisition, Rotork and ABB (through Bidco) announced a proposal to the holders of Rotork Preference Shares pursuant to which Bidco will acquire the entire issued and to be issued preference share capital of Rotork (the "**Preference Share Acquisition**"). It is intended that the Preference Share Acquisition will also be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Preference Share Scheme**").

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document (as defined below). All references to times in this announcement are to London (United Kingdom) times unless stated otherwise.

**Publication and posting of the Scheme Document**

Rotork announces that a circular in relation to the Ordinary Share Scheme and Preference Share Scheme (the "**Scheme Document**") has been published today containing, among other things, a letter from the Chair of Rotork, an explanatory statement pursuant to section 897 of the Companies Act, the full terms and conditions of the Ordinary Share Scheme and Preference Share Scheme, an expected timetable of principal events, notices of the Ordinary Share Court Meeting, Ordinary Share General Meeting and Preference Share Court Meeting and details of the actions to be taken by Rotork Ordinary Shareholders and Rotork Preference Shareholders.

Subject to certain restrictions relating to persons resident in Restricted Jurisdictions, the Scheme Document and related documentation will be made available on Rotork's website at *www.rotork.com/en/investors* and on ABB's website at *www.new.abb.com/rotorkoffer*.

Hard copies of the Scheme Document (or, depending on Rotork Shareholders' communication preferences, a letter or email giving details of the website where the Scheme Document may be accessed), together with the relevant Forms of Proxy for the Ordinary Share Court Meeting, Ordinary Share General Meeting and Preference Share Court Meeting, are being sent to Rotork Ordinary Shareholders and Rotork Preference Shareholders, respectively. For information only, the Scheme Document will also be sent, or made available, to persons with information rights and to the holders of awards and options under the Rotork Share Plans.

**Action required**

As further detailed in the Scheme Document, in order to become Effective, the Ordinary Share Scheme will require, among other things, that the requisite majorities of: (i) Ordinary Scheme Shareholders vote in favour of the Ordinary Share Scheme at the Ordinary Share Court Meeting; and (ii) Rotork Ordinary Shareholders vote in favour of the Ordinary Share Resolution to be proposed at the Ordinary Share General Meeting. The Ordinary Share Scheme is also subject to the satisfaction or, where applicable, waiver of the Conditions and further terms that are set out in the Scheme Document.

In order to become Effective, the Preference Share Scheme will require, among other things, that the requisite majority of Preference Scheme Shareholders vote in favour of the Preference Share Scheme at the Preference Share Court Meeting. The Preference Share Scheme is also subject to the satisfaction or, where applicable, waiver of the Preference Scheme Conditions and further terms that are set out in the Scheme Document.

Notices convening the Ordinary Share Court Meeting, the Ordinary Share General Meeting and the Preference Share Court Meeting, all of which will be held at the offices of Rothschild & Co at New Court, St Swithin's Lane, London EC4N 8AL, United Kingdom on 3 September 2026, are set out in the Scheme Document. The Ordinary Share Court Meeting will start at 10.15 a.m., the Ordinary Share General Meeting at 10.30 a.m. (or as soon thereafter as the Ordinary Share Court Meeting concludes or is adjourned) and the Preference Share Court Meeting at 10.45 a.m. (or as soon thereafter as the Ordinary Share General Meeting concludes or is adjourned). All times stated are London time.

Any changes to the arrangements for the Ordinary Share Court Meeting, the Ordinary Share General Meeting and/or the Preference Share Court Meeting will be communicated to Ordinary Scheme Shareholders, Rotork Ordinary Shareholders and Preference Scheme Shareholders before the relevant

Meeting, including through Rotork's website (*www.rotork.com/en/investors*) and by announcement through a Regulatory Information Service.

**It is important that for the Ordinary Share Court Meeting and the Preference Share Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of Ordinary Scheme Shareholder and Preference Scheme Shareholder opinion, respectively. Therefore, whether or not you intend to attend the Ordinary Share Court Meeting, Ordinary Share General Meeting and/or the Preference Share Court Meeting, you are strongly encouraged to: (i) sign and return your Forms of Proxy by post; (ii) appoint a proxy electronically through Shareview or Proxymity (for institutional investors only); or (iii) transmit a proxy appointment and voting instruction online through the CREST electronic proxy appointment service, as soon as possible and, in any event, by no later than 10.15 a.m. on 1 September 2026 in respect of the Ordinary Share Court Meeting, 10.30 a.m. on 1 September 2026 in respect of the Ordinary Share General Meeting, and 10.45 a.m. on 1 September 2026 in respect of the Preference Share Court Meeting in accordance with the instructions set out in the Scheme Document and Forms of Proxy. Doing so will not prevent you from attending, speaking and voting in person at the Meetings, or any adjournment or postponement thereof, if you wish and are entitled to do so. All times stated are London time.**

**Ordinary Scheme Shareholders, Rotork Ordinary Shareholders and Preference Scheme Shareholders are also strongly encouraged to appoint the "Chair of the Meeting" as their proxy for the relevant Meeting. This will ensure that your vote will be counted if you (or any other proxy you might otherwise appoint) are not able to attend the Meetings.**

**Expected timetable of principal events**

The Scheme Document contains an expected timetable of principal events in relation to the Ordinary Share Scheme and Preference Share Scheme, which is also set out in the Appendix to this announcement.

The Ordinary Share Scheme remains conditional on the approval of the requisite majorities of Ordinary Scheme Shareholders at the Ordinary Share Court Meeting and Rotork Ordinary Shareholders at the Ordinary Share General Meeting and the satisfaction or, where applicable, waiver of the other Conditions set out in the Scheme Document (including the sanction of the Court).

The Preference Share Scheme remains conditional on the approval of the requisite majorities of Preference Scheme Shareholders at the Preference Share Court Meeting and the satisfaction or, where applicable, waiver of the other Preference Scheme Conditions set out in the Scheme Document (including the sanction of the Court).

It is expected that the Ordinary Share Scheme and the Preference Share Scheme will become Effective in the first half of 2027. Rotork will make further announcements through a Regulatory Information Service, with such announcements also being made available on Rotork's website at *www.rotork.com/en/investors*. An update to the expected timetable is expected to be announced following receipt of the relevant regulatory approvals upon which the Acquisition is conditional.

If the Ordinary Share Scheme is sanctioned as outlined above, the last day of dealings in, and registration of transfers of, Rotork Ordinary Shares on the Main Market of the London Stock Exchange is expected to be the Business Day following the Sanction Hearing, and no transfers shall be registered after 6.00 p.m. (London time) on that date. It is intended that, subject to the Ordinary Share Scheme becoming Effective, Rotork shall make an application for the cancellation of trading of Rotork Ordinary Shares on the Main Market and for the cancellation of the listing of Rotork Ordinary Shares on the Official List, in each case to take effect on the Business Day following the Effective Date.

If the Preference Share Scheme is sanctioned as outlined above, the last day of dealings in, and registration of transfers of, Rotork Preference Shares on the Main Market of the London Stock Exchange is expected to be the Business Day following the Sanction Hearing, and no transfers shall be registered after 6.00 p.m. (London time) on that date. It is intended that, subject to the Preference Share Scheme becoming Effective, Rotork shall make an application for the cancellation of trading of Rotork Preference Shares on the Main Market and for the cancellation of the listing of Rotork Preference Shares on the Official List, in each case to take effect on the Business Day following the Effective Date.

**Recommendation**

**The Rotork Directors, who have been so advised by J.P. Morgan Cazenove, Rothschild & Co, Jefferies and Morgan Stanley as to the financial terms of the Acquisition and the Preference Share Acquisition, consider the terms of the Acquisition and the Preference Share Acquisition to be fair and reasonable. In providing its advice to the Rotork Directors, J.P. Morgan Cazenove, Rothschild & Co, Jefferies and Morgan Stanley have taken into account the commercial assessments of the Rotork Directors. Rothschild & Co is providing independent financial advice to the Rotork Directors in respect of the Acquisition for the purposes of Rule 3 of the Takeover Code.**

**The Rotork Directors consider that the terms of the Acquisition and the Preference Share Acquisition are in the best interests of Rotork Ordinary Shareholders and Rotork Preference Shareholders, in each case as a whole. Accordingly, the Rotork Directors recommend unanimously that: (i) Ordinary Scheme Shareholders vote in favour of the Ordinary Share Scheme at the Ordinary Share Court Meeting and Rotork Ordinary Shareholders vote in favour of the Ordinary Share Resolution to be proposed at the Ordinary Share General Meeting, as the Rotork Directors who hold Rotork Ordinary Shares have irrevocably undertaken to do in respect of their own beneficial holdings of Rotork Ordinary Shares representing, in aggregate, approximately 0.017 per cent. of the issued ordinary share capital of Rotork as at the Latest Practicable Date; and (ii) Preference Scheme Shareholders vote in favour of the Preference Share Scheme at the Preference Share Court Meeting.**

Rotork Ordinary Shareholders and Rotork Preference Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Ordinary Share Scheme and Preference Share Scheme.

**Rotork Share Plans**

Joint letters from Rotork and Bidco are being sent today to participants in the Rotork Share Plans regarding the effect of the Acquisition on their rights under the Rotork Share Plans and the arrangements applicable to them and, where required, setting out an appropriate proposal pursuant to Rule 15 of the Takeover Code (the "**Share Plan Notices**"). The Share Plan Notices will be made available on Rotork's website at *www.rotork.com/en/investors* and on ABB's websites at *www.new.abb.com/rotorkoffer*.

**Additional information for Rotork Ordinary Shareholders and Rotork Preference Shareholders**

If you have any questions about this announcement, the Scheme Document, the Ordinary Share Court Meeting, the Ordinary Share General Meeting or the Preference Share Court Meeting or are in any doubt as to how to complete the Form(s) of Proxy or to submit your proxies electronically through Shareview or Proxymity (for institutional investors only) or through CREST, please contact Equiniti by calling the shareholder helpline on +44 (0)371 384 2269. The shareholder helpline will be available from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales). Calls to the shareholder helpline from outside of the UK will be charged at applicable international rates. Different charges may apply to calls made from mobile telephones, and calls may be recorded and monitored for security and training purposes. Please note that Equiniti cannot provide advice on the merits of the Ordinary Share Scheme or Preference Share Scheme, nor give financial, tax, investment or legal advice.

A copy of the Scheme Document and the Forms of Proxy will be submitted to the National Storage Mechanism and will be available for inspection at *https://data.fca.org.uk/#/nsm/nationalstoragemechanism.*

**Enquiries**

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Freshfields LLP is acting as legal adviser to ABB and Bidco in connection with the Acquisition and the Preference Share Acquisition.

Slaughter and May is acting as legal adviser to Rotork in connection with the Acquisition and the Preference Share Acquisition.

The person responsible for arranging the release of this announcement on behalf of Rotork is Stuart Pain, Group General Counsel & Company Secretary.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable is based on Rotork's and ABB's current expected dates for the implementation of the Ordinary Share Scheme and the Preference Share Scheme and is subject to change (including, as a result of changes to the regulatory timetable). If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Rotork Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange, with such announcement being made available on Rotork's website at www.rotork.com/en/investors. All times shown are London times.

| **Event** | **Time and/or date**[(1)] |
|---|---|
| Publication of the Scheme Document | 6 August 2026 |
| Latest time for lodging Forms of Proxy for the: | |
| **Ordinary Share Court Meeting (BLUE Form of Proxy)** | **10.15 a.m. on 1 September 2026**[(2)] |
| **Ordinary Share General Meeting (YELLOW Form of Proxy)** | **10.30 a.m. on 1 September 2026**[(3)] |
| **Preference Share Court Meeting (GREEN Form of Proxy)** | **10.45 a.m. on 1 September 2026**[(4)] |
| Ordinary Share Voting Record Time | 6.30 p.m. on 1 September 2026[(5)] |
| Preference Share Voting Record Time | 6.30 p.m. on 1 September 2026[(6)] |
| **Ordinary Share Court Meeting** | **10.15 a.m. on 3 September 2026** |
| **Ordinary Share General Meeting** | **10.30 a.m. on 3 September 2026**[(7)] |
| **Preference Share Court Meeting** | **10.45 a.m. on 3 September 2026**[(8)] |
| ***The following dates and times associated with the Ordinary Share Scheme and the Preference Share Scheme are indicative only and subject to change.*** | |
| Sanction Hearing (to sanction the Ordinary Share Scheme and the Preference Share Scheme) | a date expected to be in the first half of 2027, which (subject to the availability of the Court) shall be no later than the 21st day following the satisfaction (or, if applicable, waiver) of the final outstanding Regulatory Condition and in any event prior to the Long Stop Date ("**D**") |
| Last day for dealings in, and for the registration of transfer of, and disablement in CREST of, Rotork Ordinary Shares and Rotork Preference Shares | D+1* |

| | |
|---|---|
| Ordinary Share Scheme Record Time | 6.00 p.m. on D+1*(9) |
| Preference Share Scheme Record Time | 6.00 p.m. on D+1*(10) |
| Suspension of dealings in Rotork Ordinary Shares and Rotork Preference Shares | by 7.30 a.m. on D+2* |
| **Effective Date of the Ordinary Share Scheme and Preference Share Scheme** | **D+2*(11)** |
| Cancellation of listing of Rotork Ordinary Shares and Rotork Preference Shares | by 8.00 a.m. on D+3* |
| Latest date for despatch of cheques, electronic payments and crediting of CREST accounts in respect of the Cash Consideration due under the Ordinary Share Scheme, and the Preference Cash Consideration due under the Preference Share Scheme | within 14 days after the Effective Date |
| Long Stop Date | 16 July 2027(12) |

(1) The dates and times shown are indicative only and are based on current expectations and may be subject to change and will depend on, among other things, the date on which the Conditions to the Ordinary Share Scheme and the Preference Scheme Conditions to the Preference Share Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Ordinary Share Scheme and the Preference Share Scheme. References to times are to London, United Kingdom times. If any of the dates and/or times change, the revised dates and/or times will be notified to Rotork Shareholders by announcement through the Regulatory Information Service on the London Stock Exchange, with such announcement being made available on Rotork's website at www.rotork.com/en/investors. Participants in the Rotork Share Plans will be contacted separately regarding the effect of the Ordinary Share Scheme on their rights under the Rotork Share Plans and with the details of the arrangements applicable to them.

(2) It is requested that the BLUE Form of Proxy for the Ordinary Share Court Meeting be received no later than 10.15 a.m. on 1 September 2026, or, if the Ordinary Share Court Meeting is adjourned or postponed, not later than 48 hours before the time fixed for the holding of the adjourned or postponed Ordinary Share Court Meeting (excluding any such 48 hour period falling on a non-Business Day). If the BLUE Form of Proxy is not returned by the specified time, it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Chair of the Ordinary Share Court Meeting or to the Equiniti representative who will be present at the Ordinary Share Court Meeting, any time prior to the commencement of the Ordinary Share Court Meeting (or any adjournment or postponement thereof).

(3) In order to be valid, the YELLOW Form of Proxy for the Ordinary Share General Meeting must be received no later than 10.30 a.m. on 1 September 2026 or, if the Ordinary Share General Meeting is adjourned or postponed, not later than 48 hours before the time fixed for the

holding of the adjourned or postponed Ordinary Share General Meeting (excluding any such 48 hour period falling on a non-Business Day).

(4) It is requested that the GREEN Form of Proxy for the Preference Share Court Meeting be received no later than 10.45 a.m. on 1 September 2026, or, if the Preference Share Court Meeting is adjourned or postponed, not later than 48 hours before the time fixed for the holding of the adjourned or postponed Preference Share Court Meeting (excluding any such 48 hour period falling on a non-Business Day). If the GREEN Form of Proxy is not returned by the specified time, it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Chair of the Preference Share Court Meeting or to the Equiniti representative who will be present at the Preference Share Court Meeting, any time prior to the commencement of the Preference Share Court Meeting (or any adjournment or postponement thereof).

(5) If either the Ordinary Share Court Meeting or the Ordinary Share General Meeting is adjourned or postponed, the Ordinary Share Voting Record Time for the relevant adjourned or postponed Meeting will be 6.30 p.m. on the day which is two days (excluding non-Business Days) before the date set for such adjourned or postponed Meeting.

(6) If the Preference Share Court Meeting is adjourned or postponed, the Preference Share Voting Record Time for the adjourned or postponed Preference Share Court Meeting will be 6.30 p.m. on the day which is two days (excluding non-Business Days) before the date set for such adjourned or postponed Preference Share Court Meeting.

(7) The Ordinary Share General Meeting is expected to commence at the time fixed or, if later, immediately after the conclusion or adjournment of the Ordinary Share Court Meeting.

(8) The Preference Share Court Meeting is expected to commence at the time fixed or, if later, immediately after the conclusion or adjournment of the Ordinary Share General Meeting.

(9) Ordinary Scheme Shareholders who are on the Register at this time are entitled to receive Cash Consideration under the Ordinary Share Scheme.

(10) Preference Scheme Shareholders who are on the Register at this time are entitled to receive Preference Cash Consideration under the Preference Share Scheme.

(11) The Ordinary Share Scheme and the Preference Share Scheme shall become Effective as soon as a copy of the Ordinary Share Court Order or the Preference Share Court Order (as applicable) has been delivered to the Registrar of Companies. This is expected to occur following the Ordinary Share Scheme Record Time or, as the case may be, the Preference Share Scheme Record Time and prior to the cancellation of trading in Rotork Ordinary Shares or Rotork Preference Shares (respectively). The events which are stated as occurring on subsequent dates are conditional on the Effective Date and operate by reference to that date.

(12) The Long Stop Date is the latest date by which the Ordinary Share Scheme may become Effective. However, the Long Stop Date may be extended to such later date as (i) may be agreed by ABB and Rotork or, in a competitive situation, as may be specified by ABB with the consent of the Panel; or (ii) the Panel may direct under the Note on Section 3 of Appendix 7

to the Takeover Code, and in each case as the Court may approve (if such approval is required).

* All dates by reference to “D+1”, “D+2” and “D+3” will be to the date falling the number of indicated Business Days immediately after the actual date, which is “D”, as indicated above.

IMPORTANT NOTICES

*This announcement is for information purposes only and is not intended to, and does not, constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or Preference Share Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Rotork in any jurisdiction in contravention of applicable law.*

*The Acquisition and the Preference Share Acquisition will be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document, and if the Preference Share Acquisition is implemented by way of a takeover offer, the relevant offer document), which will contain the full terms and conditions of the Acquisition and the Preference Share Acquisition, including details of how to vote in respect of the Acquisition and the Preference Share Acquisition. Any vote in respect of the Ordinary Share Scheme or the Preference Share Scheme or other response in relation to the Acquisition or the Preference Share Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document, and if the Preference Share Acquisition is implemented by way of a takeover offer, the relevant offer document).*

*This announcement does not constitute a prospectus or prospectus-equivalent document or a prospectus exempted document.*

***Application of the Takeover Code***

*The Rotork Preference Shares do not form part of the equity share capital of Rotork. As a result, the Takeover Code does not apply to the Preference Share Acquisition or the Preference Share Scheme, nor are the Preference Share Acquisition or the Preference Share Scheme subject to the jurisdiction of, or being regulated by, the Panel.*

***Disclaimers***

*Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the Prudential Regulation Authority or its successor from time to time (the "**PRA**") and regulated in the United Kingdom by the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the UK Financial Services and Markets Act 2000 (the "**FCA**") and the PRA, is acting exclusively for ABB and Bidco and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than ABB and Bidco for providing the protections afforded to clients of Barclays nor for providing advice in relation to any matter referred to in this announcement.*

*J.P. Morgan Securities plc, which conducts its U.K. investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA. J.P. Morgan Cazenove is acting as financial adviser exclusively for Rotork and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than Rotork for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, or for providing advice in relation to any matter referred to herein.*

*N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Rotork and for no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Rotork for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this announcement.*

*Jefferies International Limited ("**Jefferies**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Rotork and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than Rotork for providing the protections afforded to clients of Jefferies nor for providing advice in relation to any matter referred to in this announcement. Neither Jefferies nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies in connection with this announcement, any statement contained herein or otherwise.*

*Morgan Stanley & Co. International plc ("**Morgan Stanley**"), which is authorised by the PRA and regulated by the PRA and the FCA in the United Kingdom, is acting exclusively for Rotork and for no one else in connection with the Acquisition and the Preference Share Acquisition and neither Morgan Stanley nor any of its affiliates, nor their respective directors, officers, employees or agents will be responsible to anyone other than Rotork for providing the protections afforded to its clients or for providing advice in relation to the Acquisition and the Preference Share Acquisition, the contents of this announcement or any other matters referred to in this announcement.*

*No person has been authorised to give any information or make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied upon as having been authorised by Rotork, the Rotork Directors, ABB, Bidco, the ABB Directors or Bidco Directors, or by Barclays, J.P. Morgan Cazenove, Rothschild & Co, Jefferies, Morgan Stanley, FTI Consulting or any other person involved in the Acquisition and the Preference Share Acquisition. Neither the publication of this announcement nor holding the Ordinary Share Court Meeting, Ordinary Share General Meeting, Preference Share Court Meeting or the Sanction Hearing, or filing the Ordinary Share Court Order or Preference Share Court Order shall, under any circumstances, create any implication that there has been no change in the affairs of the Wider Rotork Group or the Wider ABB Group since the date of this announcement or that the information in, or incorporated into, this announcement is correct as at any time subsequent to its date.*

***Overseas shareholders***

*The release, publication or distribution of this announcement in, into or from jurisdictions other than the United Kingdom or the United States, and the availability of the Acquisition and/or the Preference Share Acquisition to Rotork Ordinary Shareholders and Rotork Preference Shareholders who are not resident in the United Kingdom or the United States, may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or the United States should inform themselves about, and observe, any applicable legal or regulatory requirements.*

*In particular, the ability of persons who are resident in a jurisdiction other than the United Kingdom, or who are subject to the laws of another jurisdiction, to vote their Rotork Shares at the Meetings, or to* *appoint another person as proxy to vote at the Meetings on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are otherwise subject.*

*Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition and/or the Preference Share Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*The Acquisition and Preference Share Acquisition will be subject to English law, the jurisdiction of the Court, and the applicable requirements of the Companies Act, the London Stock Exchange, the FCA and, in respect of the Acquisition only, the Takeover Code and the Panel.*

*This announcement has been prepared for the purposes of complying with English law (and, in respect of the Acquisition only, the Takeover Code) and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England. The Acquisition and Preference Share Acquisition will be subject to English law and the jurisdiction of the courts of England and Wales and the applicable requirements of the Companies Act, the London Stock Exchange, the FCA and, in respect of the Acquisition only, the Takeover Code and the Panel.*

*Unless otherwise determined by ABB or required by the Takeover Code (to the extent applicable), and permitted by applicable law and regulation, the Acquisition and/or the Preference Share Acquisition will not be made available, in whole or in part, directly or indirectly, in, into or from, or by the use of mails or any means or instrumentality (including but not limited to facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any Restricted Jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction and no person may vote in favour of the Acquisition and/or the Preference Share Acquisition by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.*

*Copies of this announcement and any formal documentation relating to the Acquisition and/or the Preference Share Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition and/or the Preference Share Acquisition.*

*If the Acquisition is implemented by way of a Takeover Offer, unless otherwise permitted by applicable law or regulation, the Takeover Offer may not be made, in whole or in part, directly or indirectly, in or into, or by the use of mails or any other means or instrumentality (including, but not limited to, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.*

*If the Preference Share Acquisition is implemented by way of a takeover offer, unless otherwise permitted by applicable law or regulation, the takeover offer may not be made, in whole or in part, directly or indirectly, in or into, or by the use of mails or any other means or instrumentality (including, but not limited to, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the takeover offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.*

*Further details in relation to Overseas Shareholders are contained in the Scheme Document and Rotork Shareholders are advised to read carefully the Scheme Document and its accompanying documents once they have been published.*

***Additional information for US investors***

*Each of the Acquisition and the Preference Share Acquisition is being made to acquire the securities of an English company by means of a scheme of arrangement provided for under English law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, each scheme of arrangement will be subject to disclosure requirements and practices applicable in the UK to schemes of arrangement, which are different from the disclosure requirements of the US tender offer rules and the US proxy solicitation rules.*

*If ABB exercises its right to implement the acquisition of the Rotork Ordinary Shares by way of a Takeover Offer (subject to the consent of the Panel (where required) and the terms of the Co-operation Agreement), such offer will be made in compliance with applicable US laws and regulations.*

*The financial information included in this announcement has been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.*

*It may be difficult for US holders to enforce their rights and claims arising out of US federal securities laws, since ABB and Rotork are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US federal securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, ABB or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Rotork Shares outside of the US, other than pursuant to the Acquisition and/or the Preference Share Acquisition, until the date on which the Acquisition or the Preference Share Acquisition (respectively) becomes effective, lapses or is otherwise withdrawn. In accordance with the Takeover Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Barclays will continue to act as an exempt principal trader in Rotork Shares on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Takeover Code (to the extent applicable) will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at* *www.londonstockexchange.com. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

*The receipt of cash pursuant to the Acquisition and/or the Preference Share Acquisition by a US holder of shares as consideration for the transfer of its shares pursuant to either scheme of arrangement may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Rotork Ordinary Shareholder and each Rotork Preference Shareholder is urged to consult with independent professional advisers immediately regarding the tax consequences of the Acquisition and/or the Preference Share Acquisition applicable to them.*

***Forward looking statements***

*This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, the Preference Share Acquisition, and other information published by ABB, Bidco, Rotork, any member of the Wider ABB Group or any member of the Wider Rotork Group contain statements which are, or may be deemed to be, "forward-looking statements". Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of ABB, Bidco, Rotork, any member of the Wider ABB Group or any member of the Wider Rotork Group about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this announcement include statements relating to the expected effects of the Acquisition and the Preference Share Acquisition on ABB, Bidco, Rotork, the Enlarged ABB Group, any member of the Wider ABB Group, or any member of the Wider Rotork Group, the expected timing and scope of the Acquisition,the Preference Share Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking terminology, including the terms "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved.*

*Although ABB and Rotork believe that the expectations reflected in such forward looking statements are reasonable, ABB and Rotork can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include the satisfaction of the Conditions and the Preference Scheme Conditions, as well as additional factors, such as: changes in the UK or global, political, economic, social, legal, business and competitive environments, in global trade policies, and in market and regulatory forces; the loss of or damage to one or more key customer relationships; changes to customer ordering patterns; disruptions and inefficiencies in their supply chains; changes in future inflation, deflation, exchange and interest rates and fluctuations in component and product prices; changes in tax and social security (including national insurance) rates; future business combinations, capital expenditures, acquisitions or dispositions; changes in general and economic business conditions; changes in the behaviour of other market participants; labour disputes and shortages; outcome of pending or future litigation proceedings; the failure to maintain effective internal control over* *financial reporting or effective disclosure controls and procedures, the inability to remediate one or more material weaknesses, or the discovery of additional material weaknesses, in the internal control over financial reporting; other business, technical and/or operational risks and challenges; the objectives of management for future operations; failure to comply with environmental and health and safety laws and regulations; timing of receipt of, or failure to comply with, necessary notices, concessions, permits and approvals; weak, volatile or illiquid capital and/or credit markets; any public health crises, pandemics or epidemics and repercussions thereof; changes to the boards of ABB, Bidco and/or Rotork and/or the composition of their respective workforces; safety and technology risks; exposures to IT system failures, cyber-crime, fraud and pension scheme liabilities; risks relating to environmental matters such as climate change; changes to law and/or the policies and practices of regulatory and governmental bodies; heightening of geopolitical tensions and any repercussions thereof; and changes in economic conditions both in the UK and worldwide.*

*Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither ABB, Bidco, Rotork, nor any member of the Wider ABB Group or any member of the Wider Rotork Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this announcement will actually occur. You are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations (including under the UK Listing Rules and the Disclosure and Transparency Rules of the FCA, to the extent applicable), neither ABB, Bidco, Rotork, nor any member of the Wider ABB Group or any member of the Wider Rotork Group is under any obligation, and ABB, Bidco, Rotork, and members of the Wider ABB Group and Wider Rotork Group expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

***No profit forecasts, profit estimates or quantified benefits statements***

*No statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Rotork or ABB for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Rotork or ABB.*

***Dealing disclosure requirements***

*Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.*

*An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day (as defined in the Takeover Code) following the commencement of the Offer Period and, if appropriate, by no later than*

*3.30 p.m. (London time) on the 10th business day (as defined in the Takeover Code) following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day (as defined in the Takeover Code) following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

*The Rotork Preference Shares do not form part of the equity share capital of Rotork under the Takeover Code. The Preference Share Scheme does not therefore constitute an offer to which the Takeover Code applies and the Preference Share Scheme is not subject to the jurisdiction of the Takeover Panel. Therefore, no dealing disclosures are required to be made under Rule 8 of the Takeover Code in respect of dealings in Rotork Preference Shares.*

***Electronic communications***

*Please be aware that addresses, electronic addresses and certain other information provided by Rotork Ordinary Shareholders, Rotork Preference Shareholders and persons with information rights and other relevant persons for the receipt of communications from Rotork may be provided to ABB during the offer period as requested under Section 4 of Appendix 4 to the Takeover Code to comply with Rule 2.11(c).*

***Publication on website***

*A copy of this announcement and the documents required to be published by Rule 26.1 of the Takeover Code will be made available, subject to certain restrictions relating to persons in or resident in Restricted*

*Jurisdictions, on ABB's website at www.new.abb.com/rotorkoffer and on Rotork's website at www.rotork.com/en/investors by no later than 12.00 p.m. (London time) on the business day (as defined in the Takeover Code) following the date of this announcement.*

*For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this announcement.*

***Requesting hard copies***

*In accordance with Rule 30.3 of the Takeover Code, Rotork Ordinary Shareholders, Rotork Preference Shareholders, persons with information rights and participants in Rotork Share Plans may request a hard copy of this announcement (and any information incorporated by reference in this announcement) by contacting Rotork's Registrar, Equiniti, between 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales) on +44 (0) 371 384 2269, or by submitting a request in writing to Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA. For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested.*

*Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition and/or the Preference Share Acquisition should be in hard copy form.*

***Rounding***

*Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

***General***

*ABB reserves the right to elect, with the consent of the Panel (where required) and subject to the terms of the Co-operation Agreement, to implement the Acquisition by way of a Takeover Offer for the Rotork Ordinary Shares (through Bidco) as an alternative to the Ordinary Share Scheme. In such event, such Takeover Offer shall be implemented on substantially the same terms, so far as applicable, as those which would apply to the Ordinary Share Scheme (subject to necessary amendments to reflect the change in method of implementation and the terms of the Co-operation Agreement). If the Acquisition is effected by way of a Takeover Offer, and such Takeover Offer becomes or is declared unconditional and sufficient acceptances are received, ABB or Bidco (as applicable) intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act so as to acquire compulsorily the remaining Rotork Ordinary Shares in respect of which the Takeover Offer has not been accepted.*

*ABB also reserves the right to elect to implement the Preference Share Acquisition by way of a takeover offer for the Rotork Preference Shares (through Bidco) as an alternative to the Preference Share Scheme. In such event, such takeover offer shall be implemented on substantially the same terms, so far as applicable, as those which would apply to the Preference Share Scheme (subject to necessary amendments to reflect the change in method of implementation).*

*The Acquisition and Preference Share Acquisition will be subject to English law, the jurisdiction of the Court, and the applicable requirements of the Companies Act, the London Stock Exchange, the FCA and, in respect of the Acquisition only, the Takeover Code and the Panel.*