

**This letter is important and requires your immediate attention.**

If you are in any doubt as to the contents of this Letter or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant or other independent financial or legal adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

6 August 2026



Dear Participant

**The Rotork plc Global Employee Share Plan (the "GESP") and the recommended cash acquisition of Rotork plc by ABB Ltd, through its indirect wholly-owned subsidiary ABB Automation Holding UK Limited**

**SUMMARY**

This Letter explains the treatment of the outstanding awards granted to you under the GESP (the "**GESP Awards**") in connection with the Acquisition of Rotork by ABB, through its indirect wholly-owned subsidiary Bidco.

As further described in section 5 below and subject to your continued employment and all other provisions of the GESP rules, any GESP Awards which have not already been released in the ordinary course before the Court Sanction Date will be released on that date. The resulting Rotork Shares will be sold to ABB under the Acquisition for 503 pence per Rotork Share (less any deductions for income tax and employee social security contributions which Rotork is required to withhold).

**Your GESP Awards will be released automatically and the resulting Rotork Shares will be sold to ABB under the Acquisition automatically. You do not need to take any action.**

**1. Why are we writing to you?**

On 16 July 2026, the boards of Rotork plc ("**Rotork**") and ABB Ltd ("**ABB**") announced that they had reached agreement on the terms of a recommended acquisition pursuant to which ABB Automation Holding UK Limited ("**Bidco**"), an indirect wholly-owned subsidiary of ABB, will acquire the entire issued and to be issued ordinary share capital of Rotork (the "**Acquisition**").

We are writing to explain how the Acquisition will affect your GESP Awards.

Please read everything in this letter and everything shared with it (the "**Letter**") carefully. The contents are very important. If you are unsure about what it means for you, please contact an independent financial, legal or tax adviser.

A translation of this letter will be available in German, Spanish, French, Italian, Korean, Dutch, Malaysian and Thai. These translations will be available by 10 August 2026.

The Glossary explains the key words and phrases used in this Letter. Unless otherwise defined, capitalised terms used in this Letter have the same meaning as in the Scheme Document and in the announcement of ABB's cash offer on 16 July 2026 (the "**Announcement**"). A copy of the Announcement, the Scheme Document and this Letter are available on the Rotork website at <https://www.rotork.com/en/investors/disclaimer/recommended-offer> .

## **2. What is the Acquisition?**

The Acquisition will result in ABB, through its indirect, wholly-owned subsidiary Bidco, becoming the owner of Rotork. The Acquisition will take place through what is called a "scheme of arrangement" (the "**Scheme**"). This is a procedure that is subject to approval by Rotork Shareholders and the Court. The date that the Court approves the Scheme is referred to in this Letter as the "**Court Sanction Date**". The Court Sanction Date is not when the Acquisition will complete. The Acquisition will complete when the Scheme becomes "**Effective**" (which is expected to occur a couple of days after the Court Sanction Date on the "**Effective Date**").

## **3. What are the terms of the Acquisition?**

Further information on the Scheme is set out in the Scheme Document sent to Rotork Shareholders dated 6 August 2026 and in the Announcement. This Letter should be read together with the Scheme Document and the Announcement.

In summary, Rotork Shareholders will receive 506 pence in cash for each Rotork Share they own, comprising:

- 503 pence in cash from ABB (the "**Cash Consideration**"); and
- the Rotork Permitted Dividend of up to 3 pence per Rotork Share, which the Rotork Shareholders are entitled to receive and retain without any reduction to the Cash Consideration.

## **4. When is the Effective Date likely to take place?**

The Effective Date is currently expected to take place during the first half of 2027, but only after a number of conditions are satisfied. The expected timetable of events is available in the Scheme Document at page 16.

## **5. How does the Acquisition affect any GESP Awards you hold?**

Any GESP Awards that have not already been released in the normal way before the Court Sanction Date will be released in full on the Court Sanction Date.

The resulting Rotork Shares that you receive when any GESP Awards you hold are released on the Court Sanction Date will participate in the Scheme on the same terms as for other Rotork Shareholders, which means that the Rotork Shares you hold will automatically be sold to ABB for 503 pence in cash for each Rotork Share. This is the same Cash Consideration as will be paid to all other Rotork Shareholders.

Your GESP Awards will at all times remain subject to the GESP rules.

**6. What do you need to do?**

You do not need to take any action in order for your GESP Awards to be released and for the resulting Rotork Shares to be sold to ABB under the Acquisition. The steps set out in this Letter will happen automatically on and following the Court Sanction Date.

**7. When will you receive the money?**

You will receive the cash proceeds due to you (less any deductions for income tax and employee social security contributions which Rotork is required to withhold) in the first reasonably practicable payroll after the Effective Date, once Rotork receives the funds from ABB.

You will be paid in your payroll currency. If your payroll currency is not British pounds sterling, the amount per Rotork Share you receive will be 503 pence (less any deductions for income tax and employee social security contributions which Rotork is required to withhold) converted into your payroll currency at the prevailing exchange rate at the time of conversion. The exchange rate can vary over time.

**8. Will you receive the Rotork Permitted Dividend?**

You will not be entitled to the Rotork Permitted Dividend cash in respect of your GESP Awards.

However, your GESP Awards are entitled to dividend equivalent rights. As a result, you will receive an additional number of Rotork Shares on release of your GESP Awards to reflect the dividends that have been paid during the period between the grant of the GESP Award and when the GESP Award is released, including any Rotork Permitted Dividend. The Rotork Remuneration Committee also retains discretion to pay these dividend equivalents in cash instead.

**9. What if the Court Sanction does not go ahead?**

If the Court does not sanction the Scheme for any reason, your GESP Awards will continue as normal under the GESP rules.

**10. What happens if you leave employment with the Rotork Group before the Court Sanction Date?**

The leaver provisions under the GESP rules will continue to apply to your GESP Awards in the normal way if you leave the Rotork Group before they are released on the Court Sanction Date.

**11. What are the tax implications for you?**

If you are unsure how your GESP Awards will be taxed, we strongly recommend that you seek advice from an independent tax adviser in your country of tax residence.

**12. What will happen to any Rotork Shares that you own that are held by the Global Nominee on the Effective Date?**

Any Rotork Shares that you own that are held by the Global Nominee will participate in the Acquisition on the same basis as for other Rotork Shareholders. This means that each Rotork Share will be bought by ABB for the Cash Consideration of 503 pence per Rotork Share. The cash proceeds due to you will be paid in the normal way by the Global Nominee. The cash proceeds will not be paid via your local payroll.

It is recommended that you log into your Global Nominee account on receipt of this Letter to check your bank account details and update these if necessary.

You should also refer to the letter you have received or will receive around the date of this Letter from the Global Nominee which contains further information about the Rotork Shares that are held on your behalf by the Global Nominee and how they will be impacted by the Acquisition.

**13. What will happen to any Rotork Shares that you own that are held in certificated format on the Effective Date?**

Any Rotork Shares that you own that are in certificated format (i.e. if you have paper share certificates rather than holding the Rotork Shares electronically) will participate in the Acquisition on the same basis as for other Rotork Shareholders. This means that each Rotork Share will be bought by ABB for the Cash Consideration of 503 pence per Rotork Share. The cash proceeds due to you will be paid by electronic payment if you have set up an electronic payment mandate, or by paper cheque if you have not set up an electronic payment mandate, or by any other method as may be approved by the Panel. The cash proceeds will not be paid via your local payroll.

You must have registered in advance to set up a portfolio where you can elect for electronic payments. This will not happen automatically. You can register, or check if you are already registered, by visiting [www.shareview.com](http://www.shareview.com). You must elect for electronic payments once you have registered.

You should also refer to the letter you have received or will receive around the date of this Letter from Equiniti which contains further information about your Rotork Shares held in certificated format and how they will be impacted by the Acquisition.

**14. What about options or awards you hold under other Rotork Share Plans?**

This Letter only relates to your outstanding GESP Awards. If you participate in any other Rotork Share Plans, you will receive separate letters explaining how the Acquisition will affect any awards, options, or Rotork Shares granted under those plans. Please also read those communications carefully as the treatment of those awards, options or Rotork Shares may be different from the treatment of your GESP Awards.

**15. What if you have any questions?**

If you have any questions about your GESP Awards, please contact [REDACTED]. Please note that none of Rotork, ABB, Bidco, or Equiniti, nor any of their employees, can provide you with any legal, tax, investment or financial advice on the merits of the Acquisition or its effect on your

GESP Awards. If you have any questions about your legal, tax or financial position, you are strongly recommended to take independent legal, tax and/or financial advice.

## **16. Notices**

Nothing in this Letter constitutes financial advice to any holder of shares, share options, or share awards in Rotork or ABB.

If you have received this Letter electronically, you can request a hard copy of this Letter, free of charge, by contacting Equiniti on [REDACTED] stating your name and the address to which the hard copy should be sent. You can also ask that any other documents, announcements and information to be sent to you in relation to the Acquisition should be sent to you in hard copy form.

Lines are open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales). Please note that Equiniti cannot provide any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes.

If there are any differences between the information in this Letter, the GESP rules, or any relevant legislation, then the GESP rules and the legislation will prevail.

Yours faithfully,

Stuart Pain  
Group General Counsel & Company Secretary

For and on behalf of

**Rotork plc**

Christian Nilsson  
Chief Financial Officer

For and on behalf of

**ABB Automation Holding UK Limited**

## Glossary

**“ABB”** means ABB Ltd;

**“ABB Directors”** means the persons whose names are set out in paragraph 2.2 of Part VIII (*Additional Information*) of the Scheme Document or, where the context so requires, the directors of ABB from time to time;

**“ABB Group”** means ABB and its subsidiary undertakings from time to time;

**“Acquisition”** means the recommended cash acquisition by Bidco of the entire issued and to be issued ordinary share capital of Rotork to be effected by means of the Scheme or should ABB so elect (with the consent of the Panel and subject to the terms of the Co-operation Agreement) by way of takeover offer and, where the context admits, any subsequent revision, variation, extension or renewal thereof;

**“Announcement”** means the joint announcement made by Rotork and ABB on 16 July 2026 under Rule 2.7 of the Takeover Code in respect of ABB’s firm intention to effect the Acquisition;

**“Bidco”** means ABB Automation Holding UK Limited, a company incorporated in England and Wales with registered number 17332914, and an indirect wholly-owned subsidiary of ABB;

**“Bidco Directors”** means the persons whose names are set out in paragraph 2.3 of Part VIII (*Additional Information*) of the Scheme Document or, where the context so requires, the directors of Bidco from time to time;

**“Business Day”** means a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are open in London for general banking business;

**“Cash Consideration”** means 503 pence in cash per Rotork Share;

**“Co-operation Agreement”** means the agreement dated 16 July 2026 entered into between ABB, Bidco and Rotork relating to, among other things, the implementation of the Acquisition;

**“Court”** means the High Court of Justice in England and Wales;

**“Court Sanction”** means the Court approval of the Scheme;

**“Court Sanction Date”** means the date on which the Court sanctions the Scheme;

**“Effective”** means the Scheme having become effective in accordance with its terms;

**“Effective Date”** means the date on which the Acquisition becomes Effective in accordance with its terms;

**“Equiniti”** means Equiniti Limited;

**“GESP”** means Rotork’s Global Employee Share Plan as adopted by the Rotork Directors on 28 July 2022, as amended from time to time;

**“GESP Awards”** means free share awards granted under the GESP;

**“Global Nominee”** means the global nominee service provided by Equiniti;

**“Letter”** means this letter and everything sent alongside it;

**“Panel”** means the UK Panel on Takeovers and Mergers;

**“Rotork”** means Rotork plc;

**“Rotork Board”** or **“Rotork Directors”** means the persons whose names are set out in paragraph 2.1 of Part VIII (*Additional Information*) of the Scheme Document or, where the context so requires, the directors of Rotork from time to time;

**“Rotork Group”** means Rotork and its subsidiary undertakings and, where context permits, each of them;

**“Rotork Permitted Dividend”** means a permitted interim dividend of up to 3 pence per Rotork Share which, if paid by the Rotork Board with a record date and a payment date prior to the Effective Date, Rotork Shareholders are entitled to receive and retain without any reduction to the Cash Consideration;

**“Rotork Remuneration Committee”** means the remuneration committee of the Rotork Board from time to time;

**“Rotork Share Plans”** means the share plans operated by Rotork from time to time;

**“Rotork Shareholders”** means the holders of Rotork Shares;

**“Rotork Shares”** means the ordinary shares of 0.5 pence each in the capital of Rotork;

**“Scheme”** means the proposed scheme of arrangement under Part 26 of the Companies Act 2006 between Rotork and the scheme shareholders in connection with the Acquisition, as set out in Part IV (*The Ordinary Share Scheme of Arrangement*) of the Scheme Document, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Rotork and ABB;

**“Scheme Document”** means the document setting out the terms of the Scheme dated 6 August 2026 and addressed to Rotork Shareholders and the holders of Rotork’s preference shares;

**“Scheme Record Time”** means 6.00 p.m. (London time) on the Business Day immediately prior to the Effective Date (or such other date and/or time as ABB and Rotork may agree);

**“Significant Interest”** means in relation to an undertaking, a direct or indirect interest in 20 per cent. or more of the voting rights conferred by the equity share capital of such undertaking;

**“Takeover Code”** means the City Code on Takeovers and Mergers, as amended from time to time; and

**“Wider ABB Group”** means ABB and the subsidiaries and subsidiary undertakings of ABB and associated undertakings (including any joint venture, partnership, firm or company in which any member of the ABB Group is interested or any undertaking in which ABB and such undertakings (aggregating their interests) have a Significant Interest).

Unless context requires otherwise, in this Letter the singular shall include the plural (and vice versa) and references to a gender shall include other genders.

### **Important Notes**

The release, publication or distribution of this Letter in, into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements. 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 disclaim any responsibility or liability for the violation of such restrictions by any person.

This Letter does not constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for shares in any jurisdiction in which such offer or solicitation is unlawful.

The Rotork Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter (including any expressions of opinion) other than the information for which responsibility is accepted by the ABB Directors and Bidco Directors. To the best of the knowledge and belief of the Rotork Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Letter (including any expression of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The ABB Directors and Bidco Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter (including any expressions of opinion) relating to ABB, Bidco, each member of the Wider ABB Group, the ABB Directors and Bidco Directors, and their respective close relatives, related trusts and other connected persons and persons acting in concert with ABB and Bidco (as such term is defined in the Takeover Code). To the best of the knowledge and belief of the ABB Directors and Bidco Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Letter (including any expressions of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.