

Notes

(i) A member of the Company entitled to attend, vote and speak at the above Meeting is entitled to appoint a proxy to attend and vote on a poll or a show of hands in his or her place. A proxy need not be a member of the Company but must attend the Meeting to represent you. Appointment of a proxy will not preclude a member from attending, voting and speaking at the meeting should he or she subsequently wish to do so.

(ii) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Please see the notes to the enclosed form of proxy for instructions as to how to appoint more than one proxy.

(iii) To be effective, forms of proxy should be lodged with the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time appointed for the Meeting or any adjourned meeting.

(iv) Copies of the contracts of service and letters of appointment of the directors of the Company remunerated under such contracts are available for inspection at the registered office of the Company during usual business hours from 31 March 2008 to 30 April 2008 inclusive and at the Woodbury Park Hotel, Golf & Country Club for 15 minutes immediately prior to the Annual General Meeting.

(v) in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than close of business on 29 April 2008 or, if the Annual General Meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned Annual General Meeting shall be entitled to attend and vote at the meeting.

(vi) Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in paragraphs (i) and (ii) above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

(vii) The Company's share capital as at 29 February 2008 consists of 177,345,463 ordinary 2p shares with voting rights. No ordinary shares are held in treasury. Each ordinary share carries the right to one vote at general meetings of the Company.

(viii) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate member has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate member attends the meeting but the corporate member has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

(ix) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on 1 May 2008 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by 12 noon on 29 April 2008. 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 by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of CREST system and timings.

The Company may treat as invalid a CREST Proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

(x) a copy of the rules of the Rok Long Term Incentive Plan marked with the amendments proposed at Resolution 12 will be available for inspection at the offices of the Company's solicitors, Maclay Murray & Spens LLP, One London Wall, London EC2Y 5AB, from the date of this letter, during normal business hours (excepting weekends and public holidays) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.



Directions to Woodbury Park From Exeter and the Motorway.

Woodbury Park Hotel, Golf and Country Club is fully signposted by the brown tourists signs.

Leave Exeter and aim for Sandygate roundabout at Junction 30 of the M5.

Take the A376 to Sidmouth and then, after approximately 1/2 mile and at the Clyst St Mary roundabout, take the A3052 to Sidmouth.

After almost 5 miles and opposite the Halfway Inn turn right onto the B3180 to Exmouth and Budleigh Salterton.

Woodbury Park is signposted to the right after a further 2 miles.

The Greg Norman Suite is situated to the right of the Golf Club House as you look at it from the car park.

Woodbury Park Hotel, Golf & Country Club, Woodbury Castle, Woodbury, Exeter EX5 1JJ t: 01395 233382

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. When considering what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your ordinary shares in Rok plc, please send this document together with the form of proxy to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Rok plc

(Registered in England No. 358466)

Rok Centre
Guardian Road
Exeter Business Park
Exeter EX1 3PD

31 March 2008

Dear Shareholder

ANNUAL GENERAL MEETING 2008

The 68th Annual General Meeting of the Company is to be held at the Woodbury Park Hotel, Golf & Country Club, Woodbury Castle, Exeter EX5 1JJ on Thursday 1 May 2008 at 12 noon. The formal Notice of Meeting can be found on pages 4 and 5 and a directions map on page 6 of this document. This letter highlights a number of items of business to be transacted at the Annual General Meeting.

FINAL DIVIDEND 2007 AND NEW DIVIDEND REINVESTMENT PLAN

Your Directors are recommending a final dividend of 2.35p per ordinary share for the year ended 31 December 2007 which will be paid on 9 May 2008 to shareholders on the register at the close of business on 4 April 2008. The Company's shares will trade ex-dividend from 2 April 2008 until the payment date.

In previous years we have offered shareholders the opportunity to receive their dividend in new ordinary shares, instead of cash, under the scrip dividend scheme. However, your Board has decided to replace the scrip dividend scheme with a dividend reinvestment plan (the Plan).

The Plan will enable shareholders to reinvest their cash dividend in Rok plc ordinary shares. However, these shares will be purchased in the market as opposed to being newly issued as was the case under the scrip dividend scheme and, accordingly, there will be no dilution to the interests of existing shareholders. The accompanying flyer gives full details of the new Plan, including instructions on how to join. Elections to join the Plan should be received by the Company's Registrars by no later than 17 April 2008.

Once you have elected to join the Plan, your instruction will be applied to all future dividends unless you advise otherwise. You may do this by writing to the Plan Administrator, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 7NH.

If you wish to receive your dividend in cash you do not need to take any further action.

Please note the following important points:

1. If you do not take any action, your dividends will be paid in cash and any residual cash balance held on your behalf under the Scrip Dividend Mandate Scheme will be returned to you shortly.
2. If you elect to join the Plan, you will be deemed to have revoked any election under the Scrip Dividend Mandate Scheme and any residual cash balance held on your behalf will be returned to you shortly.

ELECTION OF DIRECTORS

The Notice of Meeting shows that John Samuel and I are standing for re-election at the Annual General Meeting. Our biographical details are shown on page 45 of the accompanying Annual Report.

When proposing the re-election of a non-executive director, the Combined Code on Corporate Governance requires the Chairman to confirm that the individual's performance continues to be effective and to demonstrate a commitment to the role.

With respect to my own re-election, the Senior Independent Director, Gillian Camm has confirmed that, following a full formal review of my performance, the Board are unanimous in recommending my re-election.

While not required to do so, I feel it appropriate to comment on the proposal for John Samuel's re-election. John has contributed hugely to the development of our Building business and I, therefore, take particular pleasure in recommending shareholders vote in favour of John's re-election.

DIRECTORS' REMUNERATION

In line with regulations relating to the preparation and approval of a Directors' Remuneration Report, Resolution 6 is to be proposed at the Annual General Meeting. This resolution will provide shareholders with the opportunity to comment on remuneration matters and policy, although shareholders should note that in accordance with the regulations the vote will be advisory in nature.

SHARE CAPITAL

Under the Companies Act 1985, directors of companies may not allot shares unless authorised to do so by the shareholders in general meeting. Furthermore, a company proposing to allot shares for cash may not do so before first offering them to existing shareholders, subject to certain exceptions.

It is common practice for directors to seek shareholder approval at an annual general meeting for authority to allot shares should the need arise, subject to certain limits and within a specified time period. This allows the Board to issue new shares, for example, as consideration for acquisitions and to satisfy options granted to employees under share option schemes. Your Directors propose seeking shareholders' approval to renew authorities granted in previous years.

Resolution 7 will be proposed as an ordinary resolution to authorise the Directors generally to allot shares up to an aggregate nominal amount of £1,170,480 representing approximately 33% of the existing issued ordinary share capital of the Company. Such authority will expire at the conclusion of the Annual General Meeting to be held in 2009. As at 31 March 2008, the Company did not hold any of its shares in treasury.

Resolution 8 will be proposed as a special resolution to empower the Directors to allot shares pursuant to the authority given in Resolution 7 in connection with rights issues and to allot a limited number of shares for cash other than on a pre-emptive basis, up to an aggregate nominal amount of £177,345, such number representing 5% of the issued ordinary share capital of the Company. The Directors have no present intention of exercising this authority. We are aware of the industry guidelines which state that no more than 7.5% of a company's ordinary share capital should be issued for cash on a non pre-emptive basis in any three year rolling period. Over the last three years, the Directors have allotted shares for cash on a non pre-emptive basis representing 3.84% of the issued ordinary share capital of the Company.

PURCHASE OF OWN SHARES

In line with previous years, authority was given to the Directors at the Annual General Meeting held in 2007 to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of the Company's ordinary shares, subject to certain conditions, such authority to expire on the date of the Annual General Meeting to be held in 2008. The Directors have not made any market purchases of ordinary shares during the period of this authority.

Resolution 9 will be proposed as a special resolution at the Annual General Meeting to renew the authority for a further period to expire on the date of the Annual General Meeting in 2009. The authority is restricted to a maximum of 17,734,546 shares, which is equivalent to 10% of the Company's issued ordinary share capital. The authority will only be exercised in circumstances where the Directors expect that such purchases will be in the best interests of shareholders generally. However, there is no current intention to utilise this authority.

COMPANIES ACT 2006

The implementation of the Companies Act 2006 (the 2006 Act) is being carried out in various of stages and will have implications for the Company's Articles of Association in relation to a number of areas. However, as the final implementation of the 2006 Act has been delayed, approval for only a limited number of changes to the Company's Articles of Association is being sought from shareholders at this year's Annual General Meeting.

As the final implementation of 2006 will not take place until October 2009, the changes being proposed relate only to matters where the current Articles are in conflict with legislation which is already in force.

Removal of Upper Age Limit

Resolution 10 proposes the removal of the existing provision in the Articles which states that a director must retire immediately once he reaches the age of 65 and, if re-appointed by his co-directors, must retire at each subsequent annual general meeting of the Company. This provision could now fall foul of the Employment Equality (Age) Regulations 2006.

Multiple Proxies

The 2006 Act provides that shareholders can appoint multiple proxies (provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder) and that these proxies can speak at general meetings and vote on a show of hands whereas previously proxies could only vote on poll. Resolution 11 therefore proposes that the Articles are amended to reflect the 2006 Act.

It is the intention of the Board to put proposals to shareholders at the Annual General Meeting in 2009 to amend the Articles to deal with those provisions of the 2006 Act which will come into force in October 2008 and October 2009.

The proposed Articles of Association (which incorporate the changes to be proposed in Resolutions 10 and 11) will be available for inspection at the offices of the Company's solicitors, Maclay, Murray & Spens LLP, One London Wall, London EC2Y 5AB from the date of this letter during normal business hours (excepting weekends and public holidays) until the close of the Annual General Meeting. They will also be on display at the Woodbury Park Hotel during the Annual General Meeting and for at least 15 minutes before the Annual General Meeting.

LONG TERM INCENTIVE PLAN

The Remuneration Committee has reviewed the Company's Long Term Incentive Plan (LTIP) adopted in 2001 and has concluded that shareholder approval should be sought to implement certain changes to the current LTIP policy.

The main part of the proposal is the adoption of a revised performance condition policy for future awards.

The other part of the proposal is to include a new provision in the LTIP rules which will allow participants to benefit from the value of dividends paid on shares under LTIP awards over the three year holding period (paid on vesting to the extent awards vest). This element of the proposal seeks to further align interests of executives and shareholders.

Fuller details of the proposal are as follows:

Revised performance condition policy

To date, the performance condition applying to awards granted under the LTIP has been structured so that executives are focused on the delivery of total shareholder return (TSR) significantly above market levels.

With effect from the 2008 awards, it is proposed that a revised performance condition policy will apply.

In respect of the first awards to be made in 2008 under this new policy, the performance condition will be split so that TSR will only apply to 50% of the award. The vesting of the remaining 50% of each award will be based on stretching earnings per share (EPS) growth targets. The Committee feels that a blend of these two targets will provide a better assessment of management performance and value creation.

In the case of the TSR elements of such awards, the Company's TSR performance over a specified fixed three-year period will be compared to the TSR of the constituents of the FTSE 250 Index (excluding investment trusts) as at the start of the performance period. The TSR of the Company and that of the companies within the comparator group will be averaged over the three month period prior to the start and end of the performance period.

The following vesting schedule will apply to such awards:

Ranking of Company's TSR against comparator group	% of half of base award vesting
Below median	0
Median	50
95th percentile	300
Straight-line vesting between median and 95th percentile	

Provided that the Remuneration Committee is satisfied that the Company's TSR is reflective of underlying financial performance.

The vesting of the other half of the 2008 awards will be dependent on the satisfaction of EPS growth targets. The following vesting schedule will apply.

Adjusted EPS growth over the three-year performance period	% of half of base award vesting
Below RPI+18%	0
RPI+18%	50
RPI+60% or above	300
Straight-line vesting between points	

The Remuneration Committee will retain discretion to set different performance conditions from those described above for future awards under the LTIP provided that, in the reasonable opinion of the Remuneration Committee, the new targets are not materially less challenging in the circumstances than those described above.

The Remuneration Committee will also have discretion to vary the performance conditions set for awards if an event occurs which causes the Remuneration Committee to consider that it would be appropriate to amend the performance conditions, provided that the varied conditions are fair and reasonable and not materially less challenging than the original conditions.

Dividend equivalent provision

As noted above, the other part of the proposal is that the rules of the LTIP are amended to enable participants to receive a 'dividend equivalent' on their awards.

Specifically, it is proposed that the rules of the LTIP are amended to provide the Remuneration Committee with authority to grant participants a payment (in cash and/or shares) on or shortly following the vesting of their awards, of an amount equivalent to the value of the dividends that would have been accrued on those shares between the time when the awards were granted and the time when they vest.

Shareholder approval

This proposal requires the approval of shareholders as these changes represent an enhancement to the terms of participation for future participants and Resolution 12 will be proposed as an ordinary resolution at the Annual General Meeting for this purpose.

ACTION TO BE TAKEN

You will find enclosed with this document a personalised form of proxy. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete this form in accordance with the instructions printed on it as soon as possible and return it to the Registrars in the enclosed business reply envelope. To be valid, completed forms of proxy must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive not later than 12 noon on 29 April 2008.

The Board is keen to actively encourage increased shareholder voting at the Annual General Meeting and this year has introduced a system whereby shareholders can electronically lodge their proxy cards for the meeting and other shareholder meetings. Shareholders should follow the instructions on their form of proxy to lodge their vote using this system.

Completion and return of the proxy form will not preclude you from attending, voting and speaking in person at the Annual General Meeting if you so wish.

RECOMMENDATION

Your Directors believe that the adoption of each of the resolutions to be proposed at the Annual General Meeting is in the best interests of your Company and its shareholders as a whole and accordingly recommend you to vote in favour of each resolution, which they intend to do in respect of their own shareholdings.

Yours sincerely

Stephen Pettit
Chairman

31 March 2008

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 68th Annual General Meeting of the members of Rok plc ("the Company") will be held at the Woodbury Park Hotel, Golf & Country Club, Woodbury Park, Woodbury, Exeter EX5 1JJ on Thursday 1 May 2008 at 12 noon for the following purposes:

ORDINARY BUSINESS

1. To approve the financial statements, the directors' and the auditors' reports for the year ended 31 December 2007.
2. To declare a final dividend of 2.35p per ordinary share payable on 9 May 2008.
3. To re-elect Stephen Pettit as a director.
4. To re-elect John Samuel as a director.
5. To re-appoint KPMG Audit Plc as auditors of the Company and authorise the directors to agree their remuneration.
6. To approve the directors' remuneration report (as set out on pages 52 to 59 of the Annual Report) for the year ended 31 December 2007 (Advisory vote).

SPECIAL BUSINESS

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

7. (Ordinary Resolution)

That the Directors be generally and unconditionally authorised to exercise all powers conferred pursuant to Article 5.2 of the Company's Articles of Association up to an aggregate nominal amount equal to £1,170,480 ("the Section 80 Amount") such authority to expire at the conclusion of the Company's Annual General Meeting to be held in 2009 ("the prescribed period").

8. (Special Resolution)

That the Directors be generally and unconditionally authorised to exercise all powers conferred pursuant to Article 5.3 of the Company's Articles of Association up to an aggregate nominal amount equal to £177,345 ("the Section 89 Amount") such authority to expire at the conclusion of the Company's Annual General Meeting to be held in 2009 ("the prescribed period").

9. (Special Resolution)

That the Company be generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 ("the Act") to make one or more market purchases (within the meaning of Section 163 (3) of the Act) of its ordinary shares provided that

- (a) the maximum aggregate number of shares which may be purchased is 17,734,546 ordinary shares of 2p each representing 10% of the Company's issued share capital,
- (b) the price at which shares may be purchased shall be the higher of not more than:
 - (i) 5% above 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 prior to the day the purchase is made;
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out;

and in each case shall not be less than the nominal value of the ordinary shares and shall in each case be exclusive of expenses; and

- (c) this authority shall expire at the conclusion of the Company's Annual General Meeting to be held in 2009, except that the Company may thereafter complete or execute a contract of purchase entered into before the power expired.

10. (Special Resolution)

That the Company's Articles of Association be amended by:

- (i) the deletion of Article 86.1;
- (ii) the re-numbering of Article 86.2 as Article 86.1; and
- (iii) the deletion of the words "subject to the provisions of Article 86.1", in the first line of the new Article 86.1.

11. (Special Resolution)

That the Company's Articles of Association be amended by:

- (i) the addition of the following words at the end of sub-Article 16(a) "and where a person is present by proxy, he shall be treated as holding only the shares in respect of which that proxy or proxies are authorised to exercise voting rights";
- (ii) the deletion of sub-Article 51.3(e) and the insertion of the following new sub-Article 51.3(e) in its place "with reasonable prominence that a member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting and that he may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him";
- (iii) the addition of the following words at the end of Article 62 "representing the voting rights that the proxy is able to exercise";
- (iv) the addition of the words "or by proxy" in the fourth line of sub-Article 67.1 after the words "is present in person";
- (v) the deletion of the word "and" in the third line of Article 70;
- (vi) the addition of the words "and speaking" in the third line of Article 70 after the words "attending, voting"; and
- (vii) the addition of the words "in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him" at the end of the word "occasion" in the second line of Article 73.

12. (Ordinary Resolution)

That the Remuneration Committee be authorised in connection with future awards under the Rok Long Term Incentive Plan (the "LTIP"):

- (a) to revise the performance condition policy as explained in the Chairman's letter to shareholders of which this notice forms part; and
- (b) to amend the rules of the LTIP to the form tabled to this meeting, and for the purposes of identification, initialled by the Chairman, to provide for the incorporation of "dividend equivalent" provisions as described in the Chairman's letter.

By order of the Board

Julian Turnbull

Secretary

31 March 2008

Registered Office:

Rok Centre, Guardian Road, Exeter Business Park, Exeter EX1 3PD