

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTIONS**

**OF**

**SPECTRIS plc**

**PASSED ON 20<sup>th</sup> APRIL 2012**

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At an ANNUAL GENERAL MEETING of the above named company duly convened and held at the Company's offices at Station Road, Egham, Surrey TW20 9NP on 20<sup>th</sup> April 2012, the following SPECIAL RESOLUTIONS were duly passed:-

**1) Allotment of shares for cash**

THAT the directors' power be and is hereby renewed, until the expiry of the Company's 2013 annual general meeting, to allot ordinary shares for cash and sell shares for cash if, immediately before the sale such shares are held by the Company as treasury shares, free of statutory pre-emption rights up to an aggregate nominal amount of £312,500, which is equivalent to just less than 5 per cent of the issued ordinary share capital of the Company, provided such power shall be limited to the allotment of ordinary shares and the sale of treasury shares in connection with a rights issue. The Company may, before the expiry of the power hereby conferred, make any offer or agreement which would or might require ordinary shares to be allotted or treasury shares to be sold after such expiry and the directors may allot ordinary shares pursuant to any such offer or agreement as if the power hereby conferred had not expired. The directors confirm that it is their intention that no more than 7.5 per cent of the issued ordinary share capital be allotted or resold (in the case of treasury shares) for cash on a non pre-emptive basis during any three year period.

**2) Authority to purchase own shares**

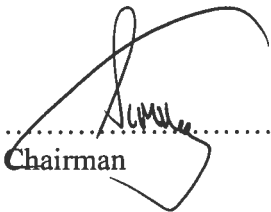
THAT the directors be and are hereby authorised to make market purchases of up to 11,649,000 ordinary shares, representing just under 10 per cent of the present issued ordinary share capital of the Company. The maximum price to be paid on any occasion will be 105 per cent. of the average of the middle market quotation for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the preceding five business days and the minimum price will be 5p (the nominal value of an ordinary share of the Company). Unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting of the Company in 2013; and under this authority the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

**3) Adoption of new Articles of Association**

THAT the proposed new Articles of Association of the Company as submitted to the meeting and signed by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company.

**4) Authority to hold meetings on 14 days' notice**

THAT the period of notice required for general meetings of the Company (other than annual general meetings) shall not be less than 14 clear days' notice.

  
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Chairman