

THIS DOCUMENT IS IMPORTANT

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice.

If you have sold or otherwise transferred all your Spectris plc shares, please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the transfer was effected for transmission to the purchaser or transferee.

Letter from the Chairman to Ordinary Shareholders

24 March 2014

Notice of Annual General Meeting To be held on 25 April 2014

Dear Shareholder,

The Annual General Meeting of Spectris plc (the “Company”) will take place at Great Fosters, Stroude Road, Egham, Surrey TW20 9UR on 25 April 2014 at 12.30 p.m. The notice of Annual General Meeting (the “AGM Notice”) is set out on page 11 of this document.

Each shareholder registered on the register of members of the Company at 6.00 p.m. on 23 April 2014 is entitled to vote on the resolutions numbered 1 to 19 contained in the AGM Notice (the “Resolutions”). If you would like to vote on the Resolutions but cannot come to the Annual General Meeting, please complete the proxy form sent to you with this document and return it to our registrars as soon as possible and in any event not later than 12.30 p.m. on 23 April 2014.

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 to 19 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour.

Within the ordinary and special business (Resolutions 1 to 19) to be transacted at the Annual General Meeting of the Company to be held on 25 April 2014 the following items proposed by your Board require further explanation.

ORDINARY BUSINESS

Resolution 2

Directors' Remuneration Policy

The requirement for this resolution is introduced by a new provision in the Companies Act 2006 (the "2006 Act") setting out the requirement for shareholder approval of a company's Directors' remuneration policy.

This is a binding shareholder vote covering the stated policy of the Company in respect of Directors' remuneration. If approved, this policy will take effect from 25 April 2014. Full details of the Directors' remuneration policy are set out on pages 60 to 68 of the Annual Report and Accounts of the Company for the year ended 31 December 2013.

Resolution 3

Director's Remuneration Report

This is an advisory vote by shareholders on the annual Directors' Remuneration Report (excluding the Directors' remuneration policy). The Directors' Remuneration Report details the remuneration received or receivable by directors in respect of the year ended 31 December 2013. The Directors' Remuneration Report is set out on pages 55 to 72 of the Annual Report and Accounts of the Company for the year ended 31 December 2013.

Resolutions 5, 6, 7, 8, 9, 10, 11 and 12

Election of Directors

The biographical details and other information, as required by the UK Corporate Governance Code (the "Code"), for the Directors of the Company who are proposed to be re-elected, as set out in Resolutions 5, 6, 7, 8, 9, 10, 11 and 12, can be found on page 41 of the Annual Report and Accounts of the Company for the year ended 31 December 2013.

The Code requires the Board to set out the reasons why it believes that the Non-executive Directors standing for re-election (Peter Chambré, Russell King, John Warren and Martha Wyrsh) should be re-elected.

Mr Chambré is chairman of Xellia Group A/S, Otnortopco AS, immatics biotechnologies GmbH, and 7TM Pharma AS, as well as director of OneMed Sverige AB and Cancer Research Technology Limited. Mr Chambré was formerly chief executive officer of Cambridge Antibody Technology Group plc and a non-executive director of BTG plc and prior to that was chief operating officer of Celera Genomics Group and chief executive of Bepak plc.

Mr King is chairman of GeoPromining Investment and a non-executive director and chairman of the remuneration committee of Aggreko plc. Until October 2009 Mr King was chief strategy officer of Anglo American PLC and between 2006 and 2009 was a non-executive director of Anglo Platinum Limited. He previously spent over 20 years in senior roles at ICI, gaining worldwide experience in its fertiliser, petrochemical and paint businesses.

Mr Warren is a former group finance director of WH Smith PLC and United Biscuits Plc, and a former non-executive director of The Rank Group Plc. Mr Warren is currently a non-executive director and chairman of the audit committee of Bovis Homes Group PLC, 4imprint Group plc, Greencore Group plc and Welsh Water.

Mrs Wyrsh has experience leading energy companies in natural gas, renewables and electricity generation, and is currently executive vice president and general counsel of Sempra Energy, quoted on the New York Stock Exchange. She was formerly president of Vestas Americas and prior to that was president and chief executive officer of Spectra Energy Transmission and a director of Spectra Energy, Inc., Spectra Energy Partners and Spectra Energy Income Fund. Previously she held the position of president and chief executive officer of Duke Energy Gas Transmission. Mrs Wyrsh is a non-executive director of SPX Corporation, a company quoted on the New York Stock Exchange, a director of Cristo Rey Network, an educational foundation in the USA, and a director of Southern California Gas Company, a US publicly traded company.

The varied experience of each of these Directors is of benefit to the Board in its deliberations. Following formal evaluation, your Board believes that the performance of these Directors continues to be effective and that they continue to demonstrate the necessary commitment to their respective roles.

Resolution 13

To appoint KPMG LLP as auditor of the Company

Resolution 14

To authorise the Directors to agree the remuneration of KPMG LLP as auditor of the Company

Our auditor, KPMG Audit Plc, has instigated an orderly wind down of business, as KPMG's audit operations will now be undertaken by a Limited Liability Partnership: KPMG LLP. KPMG Audit Plc has therefore notified the Company by letter, in accordance with section 519 of the 2006 Act, that it will not be seeking reappointment. A copy of this letter will be available on request at the Annual General Meeting. The Board has decided to put KPMG LLP forward to be appointed as auditor to the Company, and Resolution 13 concerning its appointment will be put to the Annual General Meeting. Resolution 14, which will also be put to the Annual General Meeting, authorises the Directors to agree the remuneration of KPMG LLP.

Resolution 15

To authorise the continued operation of the Spectris Performance Share Plan ("PSP") including an amended individual annual award limit

Resolution 15 seeks authority from shareholders to allow the continued operation of the Spectris Performance Share Plan. This long-term incentive plan has been operated by the Company for senior executives since it was initially approved by shareholders at the 2006 Annual General Meeting. At the same time as renewing this authority to operate the PSP, it is proposed that the limit within the PSP rules on the value of shares over which awards may be made to an individual in any financial year will be amended. The amended limit will permit the grant of PSP awards to any individual over shares worth up to 200% of the individual's base salary in any financial year. The previous limit was 125% of base salary in any financial year.

Additionally, if PSP awards cannot be made in a financial year for regulatory reasons (for example, Model Code restrictions), the unused individual limit for awards in that year may be carried forward and utilised in the next financial year in which the Company is able to make awards.

Context of proposals

These proposals in relation to the PSP are being made in the context of a wider review of executive remuneration which is more fully detailed in the Remuneration Committee Chairman's letter that introduces the Directors' Remuneration Report in the 2013 Annual Report and Accounts of the Company. The changes being made to the Spectris Executive remuneration structure as summarised in that letter are, we believe, consistent with a continued conservative approach to executive pay levels.

Continued operation of PSP

The PSP is a market normal senior executive share plan, and its key features (for example, the application of performance conditions and time pro-rating to participants who leave Spectris, or following a corporate event) remain in line with best practice. Additional best practice features, particularly a clawback provision, have been added to the PSP plan rules since 2006.

Our initial ten-year authority to operate the PSP will expire in 2016 and, accordingly, in Resolution 15 we are asking our shareholders for a renewed authority to operate the PSP for a further 10 years from the 2014 AGM. We believe that it is appropriate to renew a share plan which has operated as intended and which remains "fit for purpose" rather than introducing an entirely new share plan where it is not necessary to do so. We are also proposing to renew our standard authority to operate the PSP with appropriate amendments in overseas jurisdictions where this is necessary to take account of local laws and regulations.

A summary of the principal terms of the PSP (as proposed to be amended) is set out in the Appendix to this Notice.

SPECIAL BUSINESS

In addition to the ordinary business to be transacted at the Annual General Meeting, your Board is proposing the following four items of special business.

Resolution 16

Allotment of shares

Under the 2006 Act, the Directors of the Company may generally only allot shares or grant rights over shares if authorised to do so by shareholders. In accordance with the current guidelines issued by the Association of British Insurers (the “ABI”), the Directors confirm their intention to seek an annual renewal of the authority granted at the last Annual General Meeting which expires on 25 April 2014. The renewed authority is to be limited to shares up to an aggregate nominal amount of £1,977,000 (being just less than one-third of the issued share capital of the Company (excluding treasury shares) on 10 March 2014, being the last practicable date prior to the publication of the AGM Notice. The Company held 6,331,990 shares in treasury at 10 March 2014, (being 5.06 per cent of the issued share capital of the Company (excluding treasury shares) on that date).

The authority conferred by this resolution shall (unless previously revoked, varied or renewed) expire at the end of the Company’s 2015 Annual General Meeting. However, the Company may make an offer or agreement prior to the expiry of this authority which would or might require relevant securities to be allotted after the expiry of this authority and in such a case the Directors will be permitted to allot securities pursuant to such offer or agreement as if this authority had not expired.

Other than in respect of the Company’s obligations under its employee share schemes, the Directors have no present intention of issuing any shares under this authority, but they believe it to be in the best interests of the Company that they should continue to have this authority so that such allotments can take place to finance appropriate opportunities that may arise.

Resolution 17

Allotment of shares for cash

Your Directors also require additional authority from shareholders to allot shares, grant rights over shares or sell treasury shares where they propose to do so for cash otherwise than to existing shareholders pro rata to their holdings. Circumstances may arise in which it would be in the best interests of the Company for the Directors to have the power to issue a limited number of shares or sell treasury shares for cash otherwise than to existing shareholders, to take advantage of business opportunities as these arise or to manage the Company’s capital base more effectively.

Your Board proposes that the authority granted at the last Annual General Meeting be renewed, in accordance with ABI guidelines, to expire at the end of the Company’s 2015 Annual General Meeting; thereby enabling the Directors to allot ordinary shares and sell treasury shares for cash 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 share capital of the Company as at 10 March 2014 (being the last practicable date prior to the publication of the AGM Notice). The Directors confirm their intention that no more than 7.5 per cent of the issued ordinary share capital of the Company shall be allotted or re-sold (in the case of treasury shares) for cash on a non pre-emptive basis during any rolling three-year period.

Resolution 18

Authority to purchase own shares

The power given to the Company at the last Annual General Meeting to purchase its own shares expires on the date of the forthcoming Annual General Meeting. Your Directors continue to believe that it is in the best interests of the shareholders that the Company should be able to purchase its own shares in circumstances which, in the opinion of the Directors, should result in an improvement in earnings per share for the remaining shareholders.

Your Directors consider that it would be prudent to be able to act at short notice in making such purchases if it were in the best interests of the Company to do so having regard to other investment opportunities open to the Company. In reaching any decision to purchase ordinary shares, the Directors will take into account the Company's cash resources and capital requirements and the effect of any purchase on gearing levels and on earnings per share.

Any shares purchased under this authority may be cancelled or held as treasury shares. Companies may hold shares re-purchased as treasury shares with a view to a possible re-sale at a future date rather than having to cancel them. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and provide the Company with additional flexibility in the management of its capital base. Any transfers of treasury shares for the purposes of the Company's employee share schemes will be made within the recommended ten per cent anti-dilution limit set by the ABI.

Your Directors are seeking the authority to make market purchases of up to 11,867,000 ordinary shares, representing just under ten per cent of the issued ordinary share capital of the Company (excluding treasury shares) on 10 March 2014 (being the last practicable date prior to the publication of the AGM Notice). The maximum price to be paid for an ordinary share of the Company on any occasion will be 105 per cent of the average of the middle market quotations for ordinary shares of the Company as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the purchase is made (exclusive of expenses). The minimum price to be paid for an ordinary share of the Company will be 5p (the nominal value of an ordinary share) (exclusive of expenses).

The authority conferred shall (unless previously revoked, varied or renewed) expire at the end of the Company's 2015 Annual General Meeting. However, if a contract for the purchase of ordinary shares is concluded before the expiry of this authority but the relevant purchase will or may be executed in whole or in part after the expiry of this authority, the Company is authorised to execute such purchase as if this authority had not expired.

The Company has no warrants outstanding and the total number of options to subscribe for equity shares outstanding on 10 March 2014 was 2,151,615, representing 1.81 per cent of the issued share capital of the Company (excluding treasury shares) on that date. If the full authority to buy back shares were to be used, the said outstanding options would represent 2.01 per cent of the issued share capital of the Company (excluding treasury shares) on that date.

Resolution 19

Authority to hold meetings on 14 days' notice

Both the 2006 Act and the Articles of Association of the Company permit general meetings (other than Annual General Meetings) of the Company to be held on 14 clear days' notice. However, the Companies (Shareholders' Rights) Regulations 2009 (the "Regulations") require that the notice period for general meetings is 21 days, unless the shareholders agree to a shorter notice period. According to the Regulations, companies may still hold general meetings (other than Annual General Meetings) on 14 days' notice provided electronic voting is made available to all members and that the preceding Annual General Meeting has approved the calling of general meetings on a 14 day notice period. Your Directors therefore request authority to hold general meetings in the forthcoming year on 14 days' notice ("Short Notice"), as they believe this gives greater flexibility and the ability for a faster response if an unexpected meeting is required. Such authority will be effective until the Company's next Annual General Meeting when it is intended that a similar resolution will be proposed. It is intended that general meetings will not be called on Short Notice as a matter of routine but that Short Notice will be used only when the flexibility of using it is merited by the business of the meeting, the circumstances surrounding that business and where calling a general meeting on Short Notice is in the interests of the shareholders as a whole. Further, the Company will comply with the statutory conditions of electronic voting and prior Annual General Meeting approval set out above.

RECOMMENDATION

Your Directors consider that the above proposals are in the best interests of the Company and its shareholders and unanimously recommend that you vote in favour of all the resolutions set out in the AGM Notice as they intend to do in respect of their own shareholdings.

Yours faithfully

A handwritten signature in black ink, appearing to be 'J L M Hughes', written in a cursive style.

J L M Hughes
Chairman

APPENDIX TO NOTICE OF AGM

Summary of the Principal Terms of the Spectris Performance Share Plan (“PSP”)

Operation

The Remuneration Committee of the Board of Directors of the Company (the “Committee”) will supervise the operation of the PSP.

Eligibility

Any employee (including an Executive Director) of the Company and any of its subsidiaries will be eligible to participate in the PSP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in one of three forms:

- (i) conditional allocation, where a participant will receive free ordinary shares in the Company (“Shares”) on the vesting of his/her award;
- (ii) nil or nominal cost options, where a participant can decide when to exercise his/her award over Shares during a limited period of time after it has vested; or
- (iii) forfeitable Shares, where a participant will have certain shareholder rights prior to the vesting of his/her award but will only receive complete ownership of Shares on the vesting of his/her award.

The Committee may also allow the grant of cash-based awards of an equivalent value to share-based awards or may allow share-based awards to be settled in cash where it is appropriate to do so.

The Committee may normally grant awards within six weeks following the Company’s announcement of its results for any period. The Committee may also grant awards within six weeks of the approval of the PSP by shareholders at the 2014 AGM or when there are exceptional circumstances which the Committee considers justifies the granting of awards.

No awards will be granted after 25 April 2024, being ten years after the 2014 AGM.

No payment will be required for the grant of an award. Awards are not transferable (other than to the participant’s personal representatives in the event of death). Awards are not pensionable.

Individual limit

The maximum number of Shares that may be awarded to a participant in any financial year will be limited so that the market value of such Shares on the award date will not exceed 200% of the individual’s base salary. If the Committee is prevented from making an award to an individual in a financial year as a result of Model Code or similar constraints, the unused individual limit for that year will carry forward and be available as additional capacity to make awards in a subsequent financial year when the grant of awards is permitted.

Overall PSP limits

The PSP may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any period of ten years the Company may not issue (or have the possibility to issue) more than:

- (a) 10% of the issued ordinary share capital of the Company under the PSP and any other employee share plan adopted by the Company; and
- (b) 5% of the issued ordinary share capital of the Company under the PSP and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of this limit but they will also cease to count towards this limit if institutional investor bodies decide that they need not count.

Vesting of awards

Awards will normally vest following the third anniversary of grant once the Committee has determined the extent to which the applicable performance conditions have been satisfied and provided the participant is still a Director or employee in the Company’s group.

Performance Conditions for 2014 PSP awards

For PSP awards proposed to be made in 2014, the performance conditions can be summarised as follows:

	Earnings Per Share (“EPS”)	Total Shareholder Return (“TSR”)	Economic Profit (“EP”)
Proportion of award	1/3	1/3	1/3
Purpose	To reward the delivery of absolute growth in EPS over the three financial years commencing in the year of grant.	To reward the delivery of superior relative growth in TSR over the 3 years from grant.	To reward the consistent delivery of absolute growth in profits after reflecting the cost of capital invested in generating those profits over the three financial years commencing in the year of grant.
Measure	Growth in EPS in the final year of the performance period compared with the year prior to grant. EPS is defined as normalised EPS of the company as disclosed in its full-year financial statements.	Measurement of the Company’s TSR (share price plus reinvested dividends) relative to the constituents of the FTSE 250 (excluding Investment Trusts) over the performance period.	Meeting a targeted aggregate level of EP over the performance period. EP is defined as adjusted operating profit (being pre-tax and interest) less (capital employed x the Company’s weighted average cost of capital (“WACC”)). The WACC charge for the initial grant will be set at 12.5%, except that lower transitional rates will be applied for subsequent acquisitions. To protect shareholders, any amortisation of goodwill over a performance period will be added back to capital employed.
Targets	CPI+5% p.a. – 20% vesting CPI+13% p.a. – 100% vesting (up from CPI+12% p.a. previously)	Median – 20% vesting Upper quintile – 100% vesting	2014 – 2016 £260m – 20% vesting £340m – 100% vesting
Discretion	Consistent with market practice, this measure is assessed on a formulaic basis.	This element is also subject to an underpin that requires the Committee to be satisfied that TSR is reflective of the underlying financial performance of the Company.	Recognising that the measure is new for the Company, the Committee will monitor outcomes to ensure that they achieve the original objectives and may adjust the vesting accordingly. Any exercise of discretion will be justified in the next Directors’ Remuneration Report.

For each metric, there will be nil vesting of the relevant part of the award for performance beneath the threshold vesting level shown above and vesting for performance between the threshold and upper vesting levels will be by straight-line interpolation. Each performance condition applies separately to the portion of the award to which it relates.

Additional points in relation to the calculation of each metric are as follows:

TSR – the TSR performance condition will compare the Company’s TSR performance relative to that of a comparator group, being the constituents of the FTSE 250 Index (excluding Investment Trusts (and excluding the Company itself)) at the commencement of the performance period. For the purposes of measuring the TSR performance condition, the Company’s TSR and that of the comparator group constituents will be averaged over a period of three months prior to the beginning and the end of the performance period.

EP – as explained in the above table, to reflect the additional cost of acquisitions, lower WACC charges will be applied in the initial years (but only in respect of acquisitions completed after the start of a performance period) as follows:

	Assumed WACC for acquisitions	
	Bolt-ons	Platform
0-12 months	3.5%	1.75%
13-24 months	7%	3.5%
25-36 months	12.5%	7%
> 36 months	12.5%	12.5%

The Committee will have the power to set different performance conditions from those described above for future awards provided that, in the reasonable judgement of the Committee, the new performance conditions are no less challenging. Similarly, the Committee will have the power to vary the terms of existing performance conditions to take account of technical changes, for example changes in accounting standards or the takeover of a company in the TSR comparator group, or if an event occurs that causes the Committee to consider that the performance condition can no longer achieve its original purpose. However, the amended performance condition will have to be, in the Committee’s view, no less challenging as a result of the change.

Leaving employment

As a general rule, an award will lapse upon a participant leaving the employment of the Company’s group. However, if before the vesting of an award a participant ceases to be a Director or employee within the Company’s group by reason of death, disability, injury, retirement with the consent of his or her employing company, sale or transfer of the participant’s employing company or business out of the Company’s group, or in other circumstances at the discretion of the Committee, then the award will vest on the normal vesting date (i.e. the third anniversary of the date of grant) to the extent determined by the performance conditions measured over the full performance period.

The Committee may, at its discretion, permit or require awards to vest in such circumstances at the time of cessation of employment, in which case awards would normally be subject to the performance conditions as measured over the shorter period.

In either case, there will also be a pro-rata reduction in the size of the award for the time that has elapsed up to the date of cessation compared to the original three-year vesting period unless the Committee determines that it would be inappropriate to apply a pro-rata reduction.

Corporate events

In the event of a takeover, scheme of arrangement or winding up of the Company (not being an internal corporate reorganisation), all awards would vest early to the extent that the performance conditions have, in the opinion of the Committee, been satisfied at that time. The awards would normally be pro-rated to reflect the shorter than normal period of time between the date of the award and the time of vesting. The Committee can decide not to pro-rate awards if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company, unless the Committee decides that awards should vest on the same basis as described above.

Awards may also vest on the same basis if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

Participants' rights

Awards structured as conditional allocations and options will not confer any shareholder rights on participants until the awards have vested and the participants have received their Shares.

Holders of awards of forfeitable Shares will have certain shareholder rights except that they will be required to waive their right to receive dividends.

Participants will receive a payment (in Shares), on or shortly following the vesting of their awards, of an amount equivalent to the dividends that would have been paid on the Shares vesting under the awards between the time when the awards were granted and the time when they vest (and assuming reinvestment in Shares on the relevant ex dividend dates).

Rights attaching to Shares

Any Shares allotted when an award vests (or for an award structured as an option, when it is exercised) will rank equally with all other Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital, or in the event of a demerger, payment of a special dividend or other similar event which materially affects the market price of the Shares, the Committee may make such adjustments as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Clawback

The Committee retains a power to reduce the potential vesting of unvested awards (including to zero) (often referred to as malus) or to recoup the value of previously vested awards from an individual within three years of the end of a relevant performance period if it considers it appropriate to do so. The Committee may choose to exercise this power in circumstances of:

- a material correction of financial results previously used to assess a performance condition; or
- if performance was otherwise shown to be materially worse than was believed when a performance condition was assessed.

Alterations to the PSP

The Committee may, at any time, amend the provisions of the PSP in any respect, provided that the prior approval of shareholders must be obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of Shares held in treasury, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be provided under the PSP and the adjustment of awards or options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

The Committee may also choose to operate the PSP in conjunction with HMRC approved share options (within the HMRC £30,000 individual limit) to promote potential tax and national insurance efficiency for both the Company and individual participants.

Overseas plans

The Board may at any time without further shareholder formality establish further plans in overseas territories, any such plan to be similar to the PSP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the PSP.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Spectris plc (the “Company”) will be held at Great Fosters, Stroude Road, Egham, Surrey TW20 9UR on Friday 25 April 2014 at 12.30 p.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY BUSINESS

1. To receive and consider the Annual Report and Accounts of the Company for the year ended 31 December 2013 (the “2013 Report and Accounts”).
2. To approve the Directors’ remuneration policy set out on pages 60 to 68 of the 2013 Report and Accounts.
3. To approve the Directors’ Remuneration Report (excluding the Directors’ remuneration policy) set out on pages 55 to 72 of the 2013 Report and Accounts.
4. To declare a final dividend of 28.0p per ordinary share for the year ended 31 December 2013, payable on 25 June 2014 to those shareholders on the Company’s register of members at the close of business on 30 May 2014.
5. To re-elect as a Director Mr P A Chambré who retires under the terms of the Articles of Association.
6. To re-elect as a Director Mr J E O’Higgins who retires under the terms of the Articles of Association.
7. To re-elect as a Director Mr J L M Hughes who retires under the terms of the Articles of Association.
8. To re-elect as a Director Mr R J King who retires under the terms of the Articles of Association.
9. To re-elect as a Director Mr J A Warren who retires under the terms of the Articles of Association.
10. To re-elect as a Director Mr C G Watson who retires under the terms of the Articles of Association.
11. To re-elect as a Director Mr J C Webster who retires under the terms of the Articles of Association.
12. To re-elect as a Director Mrs M B Wyrsh who retires under the terms of the Articles of Association.
13. To appoint KPMG LLP as auditor of the Company.
14. To authorise the Directors to agree the remuneration of KPMG LLP as auditor of the Company.
15. That the Directors are hereby authorised:
 - (a) to continue to operate the Spectris Performance Share Plan (“PSP”), the principal terms of which are summarised in the Appendix to this notice, for a period of ten years from the date of this meeting.
 - (b) to establish further plans based on the PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against limits on individual and overall participation in the PSP.

SPECIAL BUSINESS

Ordinary Resolution

16. That in substitution for all existing authorities to the extent unused, the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“Relevant Securities”) up to a maximum aggregate nominal amount of £1,977,000 for a period expiring (unless previously revoked, varied or renewed) at the end of the Company’s 2015 Annual General Meeting, but the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

Special Resolutions

17. That, subject to the passing of Resolution 16 above, and in place of all existing and unused powers, the Directors be and are hereby empowered pursuant to Sections 570 and 573 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash, pursuant to the authority conferred by Resolution 16 above as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities:
 - (i) in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities in proportion (or as nearly as practicable) to the respective numbers of ordinary shares held by them or, in the case of other equity securities, in proportion to the number of ordinary shares into which they would convert, or such other basis of allocation as the Directors consider to be fair and reasonable, but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory authority or stock exchange in any territory or otherwise; and
 - (ii) otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £312,500.

and any such authority shall expire at the end of the Company’s 2015 Annual General Meeting (save that the Company may, before the expiry of the power hereby conferred, make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired).

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(2)(b) of the 2006 Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 16” were omitted.

18. That pursuant to Article 5 of the Articles of Association, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of Section 693(4) of the 2006 Act) of any of its ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 11,867,000 (representing just under ten per cent of the issued share capital of the Company (excluding treasury shares) at 10 March 2014);
 - (b) the minimum price which may be paid for each ordinary share is 5p (which amount shall be exclusive of expenses, if any);
 - (c) the maximum price which may be paid for each ordinary share is an amount equal to 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 five business days immediately preceding the day on which such share is contracted to be purchased (which amount shall be exclusive of expenses, if any);
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the end of the Company's 2015 Annual General Meeting; and
 - (e) 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.
19. 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.

BY ORDER OF THE BOARD



R J Stephens FCIS

Secretary

Registered Office:

Heritage House

Church Road

Egham

Surrey

TW20 9QD

24 March 2014

NOTES

1. Approval of an ordinary resolution requires that a simple majority of votes cast be in favour of the resolution. Approval of a special resolution requires that a majority of at least three-quarters of votes cast be in favour of the resolution.
2. The Company hereby gives notice that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of holders of the ordinary shares of the Company no later than 6.00 p.m. on Wednesday, 23 April 2014 or, if the meeting is adjourned, shareholders must be entered on the Company's register of members not later than 6.00 p.m. on the day two days prior to the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or adjourned meeting.
3. In accordance with Section 319A of the 2006 Act, all members of the Company and their proxies have the right to ask questions at the meeting. It would be helpful if you could state your name before you ask a question. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
4. A member is entitled to appoint another person (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. All proxies must be submitted at the office of the registrars not later than 48 hours before the time of the meeting. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting. If you require additional forms of proxy, please contact the registrars of the Company on 0871 384 2586. Calls to this number are charged at 8p per minute from a BT landline. Other telephony provider costs may vary. An Equiniti overseas helpline number is also available on +44 121 4157047. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday.
5. 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 25 April 2014 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 the specifications of Euroclear UK and Ireland Limited ("Euroclear") 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 (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the AGM Notice. 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 the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST.

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.

6. Any person to whom this notice is sent who is a person nominated under Section 146 of the 2006 Act to enjoy information rights (a “Nominated Person”) may have a right under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. The statement of the rights of members in relation to the appointment of proxies in note 4 above does not apply to Nominated Persons. The rights described in note 4 can only be exercised by members of the Company.
8. A corporate shareholder is entitled to appoint one or more corporate representatives who may exercise on its behalf all of the same powers the relevant corporate shareholder could exercise if it were an individual provided they do not do so in relation to the same shares.
9. The register of interests of the Directors and their families in the share capital of the Company, copies of the Directors’ service contracts and Directors’ deeds of indemnity, copies of the terms and conditions of appointment of Non-executive Directors and the rules of the Spectris Performance Share Plan, will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays and English public holidays excepted) up to and including the date 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. The rules of the Spectris Performance Share Plan will also be available for inspection at these times at the offices of FIT Remuneration Consultants LLP, 5 Fitzhardinge Street, London W1H 6ED.
10. As at 10 March 2014 (being the last practicable date prior to the publication of this notice) the Company’s issued share capital comprised 118,673,133 ordinary shares (excluding treasury shares). Each ordinary share (other than a treasury share) carries the right to one vote on a poll at a general meeting of the Company and, therefore, the total voting rights in the Company as at that date are 118,673,133. As at 10 March 2014, the Company held 6,331,990 ordinary shares as treasury shares.
11. A copy of this notice and other information required by section 311A of the 2006 Act can be found on the Company’s website: www.spectris.com.
12. Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with Section 437 of the 2006 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
13. Shareholders are advised that they may not use any electronic address (within the meaning of Section 333(4) of the 2006 Act) provided in the AGM Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

