

FORM OF PROXY

Please read the notes below before completing this form

I/We (name(s) in full)(block letters)

of (address(es))

being (a) registered holder(s) of ordinary shares of Spectris plc hereby appoint the Chairman of the meeting*

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at Great Fosters, Stroude Road, Egham, Surrey TW20 9UR on Friday 24 April 2015 at 12.30 p.m. and at any adjournment thereof.

* You may appoint one or more proxies of your own choice if you are unable to attend the meeting but would like to vote. If another person is to be your proxy, delete "the Chairman of the meeting" and insert the name of the person to be appointed. 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 plus network extras. 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.

☐ If applicable, please mark this box to indicate that this proxy appointment is one of multiple appointments being made (see note 2).

The proxy will vote on the under-mentioned resolutions as indicated. The proxy will vote at his or her discretion, or abstain from voting on any resolution listed below, if no instruction is given regarding that resolution and on any other business transacted at the meeting.

If this proxy appointment is one of multiple appointments, please enter the number of shares in relation to which this proxy appointment is authorised to act.

Please indicate with ticks in the spaces below how you wish your votes to be cast.

Ordinary resolutions:

	For	Against	Vote Withheld
1. To receive and consider the Annual Report and Accounts of the Company for the year ended 31 December 2014	<input type="text"/>	<input type="text"/>	<input type="text"/>
2. To approve the Directors' Remuneration Report set out on pages 61 to 74 of the Annual Report and Accounts for the year ended 31 December 2014	<input type="text"/>	<input type="text"/>	<input type="text"/>
3. To declare a final dividend of 30.5p	<input type="text"/>	<input type="text"/>	<input type="text"/>
4. To elect Mrs L A Davis as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
5. To elect Mr U Quellmann as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
6. To elect Mr W C Seeger as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
7. To re-elect Mr P A Chambré as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
8. To re-elect Mr J E O'Higgins as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
9. To re-elect Dr J L M Hughes CBE as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
10. To re-elect Mr R J King as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
11. To re-elect Mr C G Watson as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
12. To re-elect Mrs M B Wyrsh as a Director	<input type="text"/>	<input type="text"/>	<input type="text"/>
13. To re-appoint KPMG LLP as auditor of the Company	<input type="text"/>	<input type="text"/>	<input type="text"/>
14. To authorise the Directors to agree the auditor's remuneration	<input type="text"/>	<input type="text"/>	<input type="text"/>
15. To authorise the Directors to allot shares, as shown in the Notice of Meeting	<input type="text"/>	<input type="text"/>	<input type="text"/>

Special resolutions:

16. To empower the Directors to allot equity securities for cash, as shown in the Notice of Meeting	<input type="text"/>	<input type="text"/>	<input type="text"/>
17. To authorise the Company to make market purchases of shares, as shown in the Notice of Meeting	<input type="text"/>	<input type="text"/>	<input type="text"/>
18. To adopt new Articles of Association	<input type="text"/>	<input type="text"/>	<input type="text"/>
19. To allow the period of Notice for General Meetings of the Company (other than Annual General Meetings) to be not less than 14 working days' notice	<input type="text"/>	<input type="text"/>	<input type="text"/>

Signature(s) Date

This form should be returned by 12.30 p.m. on 22 April 2015.

NOTES

1. Unless it is indicated how the proxy should vote, he will vote, or may abstain from voting, as he thinks fit, as he may on any other issue arising at the meeting.

You may appoint one or more proxies of your choice. If you require any proxy other than the chairman of the meeting, delete the words "the chairman of the meeting", add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to vote on any other business which may properly come before the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.

2. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Equiniti Limited on 0871 384 2586. Calls to this number are charged at 8p per minute plus network extras. 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. Alternatively, you may copy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. A Corporation must execute this form of proxy with two signatures from the directors and secretary, or have it signed by a duly authorised officer or attorney.
4. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one who stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.

5. To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed, must reach Equiniti Limited at the address given on the reply-paid envelope not less than 48 hours before the time of the meeting. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
6. By submitting this proxy, a corporate representative who is the designated corporate representative for a shareholder casts (or withholds) the total number of votes he is directed to cast (or withhold) by any other corporate representatives for that shareholder as shown in, and in accordance with, the directions card submitted (or via the electronic handsets used) by them before the close of the poll in addition to casting (or withholding) any votes specified in this proxy.
7. Any alteration made to this form of proxy must be initialled by the signatory.
8. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to note 5 of the Notice of Meeting for instructions on how to do so.
9. Shareholders may direct their proxy to vote either for or against a resolution or to withhold their vote. A 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against a resolution.



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