

THE COMPANIES ACT 2006

SPECTRIS PLC
("the Company")

COMPANY NO. 2025003

At the Annual General Meeting of the Company duly convened and held at Great Fosters, Stroude Road, Egham, Surrey TW20 9UR on 26th May 2017, the following resolutions were duly passed (the resolution numbers below correspond to the number set out in the Notice of Annual General Meeting):

ORDINARY RESOLUTION

Resolution 15

Continued operation of the Spectris Performance Share Plan

THAT the Directors are hereby authorised:

- (i) to continue to operate the Spectris Performance Share Plan ("PSP"), the principal terms of which are summarised in Appendix I to this Notice, for a period of ten years from the date of this meeting; and
- (ii) 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.

Resolution 16

To approve the Spectris Savings Related Share Option Scheme 2017, a HMRC Revenue & Customs tax favoured savings related share option scheme

THAT:

- (i) The Spectris Savings Related Share Option Scheme (the "SAYE Scheme"), the rules of which are summarised in Appendix II to this Notice and are produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the Directors be and are hereby authorised to adopt them (subject to any amendments required or considered desirable in order to satisfy the requirements of Schedule 3 of the Income Tax (Earnings & Pensions) Act 2003); and

(ii) The Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the SAYE Scheme and the Directors be and are hereby authorised to establish further schemes based on the SAYE Scheme, modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the SAYE Scheme.

Resolution 17
Allotment of shares

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 “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 £1,986,547 for a period expiring (unless previously revoked, varied or renewed) at the end of the Company’s 2018 annual general meeting or, if sooner, 26 August 2018, 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

Resolution 18
Allotment of equity securities for cash

THAT, subject to the passing of Resolution 17 above, and in place of all existing and unused powers, the Directors be and are hereby authorised pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 17 above as if section 561(1) of the 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 £297,982, and any such authority shall expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018 (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(3) of the Act as if in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution above 17" were omitted.

Resolution 19

Allotment of equity securities for cash

THAT, subject to the passing of Resolution 17 above, and in place of all existing and unused powers, the Directors be and are hereby authorised in addition to any authority granted under Resolution 18 above and pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 17 above, as if section 561(1) of the Act did not apply to any such allotment, provided that such power shall be:

(i) limited to the allotment of equity securities up to an aggregate nominal amount of £297,982 (being 5 per cent. of the issued share capital of the Company (excluding treasury shares) on 13 March 2017, the last practicable date prior to the publication of this notice); and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and any such authority shall expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018 (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(3) of the Act as if in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 17 above" were omitted.

Resolution 20

Authority to purchase own shares

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the 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 11,919,200;
- (b) the minimum price which may be paid for each ordinary share is 5p (exclusive of all expenses);
- (c) the maximum price which may be paid for each ordinary share shall be the higher of (i) 105 per cent. of the average of the middle market quotation for an ordinary share of the Company (as derived from The London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out or otherwise as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (2273/2003/EC) (in each case exclusive of all expenses);
- (d) unless previously renewed, revoked or varied, this authority shall expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018; 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 that contract as if this authority had not expired.

Resolution 21

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 be not less than 14 clear days' notice.

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Chairman

