

**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 25<sup>th</sup> May 2018, the following resolutions were duly passed (the resolution numbers below correspond to the number set out in the Notice of Annual General Meeting):

**ORDINARY RESOLUTIONS**

**Share Incentive Plan**

**Resolution 15**

THAT:

- (i) the trust deed and rules of the Spectris Share Incentive Plan (the 'SIP'), produced in draft to the meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved; and
- (ii) the Board of Directors of the Company be authorised to:
  - a) Do all such acts and things which it may consider necessary or desirable to carry the SIP into effect; and
  - b) Establish schedules to, or further plans based on, the SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, including (but not limited to) establishing a further plan as a US tax-advantaged employee stock purchase plan under section 423 of the US Internal Revenue Code, provided that any shares made available under such schedules or further plans are treated as counting against limits on individual and overall participation in the SIP.

## **Directors' authority to allot shares**

### **Resolution 16**

THAT, in substitution for all subsisting authorities, 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 up to a maximum aggregate nominal amount of £1,986,000 for a period expiring (unless previously revoked, varied or renewed) at the end of the Company's 2019 annual general meeting or, if sooner, 25 August 2019, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant rights to subscribe for or convert any securities into shares in pursuance of such offer or agreement as if this authority had not expired.

## **SPECIAL RESOLUTIONS**

### **Disapplication of pre-emption rights**

#### **Resolution 17**

THAT, subject to the passing of Resolution 16 above, and in substitution for all subsisting authorities, 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 16 above and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free of restriction in section 561(1) of the Act, provided that such authority shall be limited:

- (i) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer or issue of or invitation to apply for 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 £298,005, and any such authority shall expire at the end of the Company's 2019 annual general meeting or, if sooner, 25 August 2019 (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 16 above" were omitted.

#### **Resolution 18**

THAT, subject to the passing of Resolution 16 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 17 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 16 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 £298,005 (being 5 per cent. of the issued share capital of the Company (excluding treasury shares) on 14 March 2018, 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 2019 annual general meeting or, if sooner, 25 August 2019 (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 16 above” were omitted.

#### **Authority to purchase own shares**

##### **Resolution 19**

THAT the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of the 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:


- (i) the maximum number of ordinary shares which may be purchased is 11,920,218;
- (ii) the minimum price which may be paid for each ordinary share is 5p (exclusive of all expenses);
- (iii) the maximum price which may be paid for each ordinary share shall not be more than the higher of (a) 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 (b) 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);
- (iv) unless previously renewed, revoked or varied, this authority shall expire at the end of the Company’s 2019 annual general meeting or, if earlier, 25 August 2019; and
- (v) 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.

#### **Authority to hold meetings on 14 days’ notice**

##### **Resolution 20**

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.

Signed:

  
\_\_\_\_\_  
Mark Serfözö, Company Secretary

Date:

25 May 2018