

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

of

**SPECTRIS PLC**

(the "Company")

**Passed on 4 December 2019**

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At the General Meeting of the Company duly convened and held at Great Fosters, Stroude Road, Egham, Surrey, TW20 9UR on 4 December 2019 (the "Meeting"), the following resolutions were duly passed. The resolution numbers below correspond to the number set out in the Notice of General Meeting:

**ORDINARY RESOLUTION**

**1. Directors' Remuneration Policy**

THAT the Directors' Remuneration Policy produced in draft to the Meeting and as set out in full in the Notice of General Meeting, be and is hereby approved and will take effect from 1 January 2020.

**2. Deferred Bonus Plan**

THAT the Spectris Deferred Bonus Plan (the "DBP"), a copy of the rules of which is produced to the Meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved and adopted by the Company; and that the Directors be and are hereby authorised to:

- (i) do all acts and things which they may consider necessary or desirable to implement and operate the DBP; and
- (ii) establish schedules to, or further plans based on the DBP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such schedules or further plans are treated as counting against the limits on individual and overall participation in the DBP.

### 3. Long Term Incentive Plan

THAT the Spectris Long Term Incentive Plan (the "LTIP"), a copy of the rules of which is produced to the Meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted by the Company and that the Directors be and are hereby authorised to:

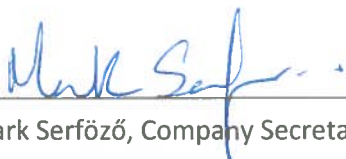
- (i) do all acts and things which they may consider necessary or desirable to implement and operate the LTIP; and
- (ii) establish schedules to, or further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such schedules or further plans are treated as counting against the limits on individual and overall participation in the LTIP.

### 4. Reward Plan

THAT the Spectris Reward Plan ("SRP"), a copy of the rules of which is produced in draft to the Meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted by the Company and that the Directors be and are hereby authorised to:

- (i) do all acts and things which they may consider necessary or desirable to implement and operate the SRP; and
- (ii) establish schedules to, or further plans based on the SRP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such schedules or further plans are treated as counting against the limits on individual and overall participation in the SRP.

Signed:

  
Mark Serfözö, Company Secretary

Date:

4 December 2019