

COMPANY NO. 2025003

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

RESOLUTIONS

of

**SPECTRIS PLC
(the "Company")**

Passed on 22 May 2020

At the Annual General Meeting of the Company duly convened and held at Heritage House, Church Road, Egham TW20 9QD on 22nd May 2020, 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

14. Directors' authority to allot shares

That, in substitution for all existing 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 £1,933,818 for a period expiring (unless previously revoked, varied or renewed) at the end of the Company's 2021 annual general meeting or, if sooner, 22 August 2021, 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 security into shares in pursuance of such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

15. Disapplication of pre-emption rights

That, subject to the passing of Resolution 14, 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 14 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 power 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 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 in, or under the laws of, any territory or the requirements of any regulatory authority or stock exchange in any territory or otherwise; and
- (ii) to the allotment of equity securities and sale of treasury shares otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £290,072, and any such authority shall expire at the end of the Company's 2021 annual general meeting or, if sooner, 22 August 2021 (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 14" were omitted.

16. Disapplication of pre-emption rights for acquisitions or capital investment

That, subject to the passing of Resolution 14, and in place of all existing and unused powers, the Directors be and are hereby authorised, in addition to any authority granted under Resolution 15 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 14, and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such power shall be:

- (i) limited to the allotment of equity securities and sale of treasury shares up to an aggregate nominal amount of £290,072 (being just less than 5 per cent of the issued share capital of the Company (excluding treasury shares) on 12

March 2020, the last practicable date prior to the publication of this AGM 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 AGM Notice,

and any such authority shall expire at the end of the Company's 2021 annual general meeting or, if sooner, 22 August 2021 (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 14" were omitted.

17. Authority to purchase own shares

That the Company 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 its ordinary shares 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 11,602,909 Ordinary Shares;
- (ii) the minimum price (exclusive of all expenses) which may be paid for each ordinary share is 5 pence (being the nominal value of an Ordinary Share);
- (iii) the maximum price (exclusive of all expenses) 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 quotations for an ordinary share of the Company (as derived from the London Stock Exchange's 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 2021 annual general meeting or, if earlier, 22 August 2021; and
- (v) under this authority, the Company may make a contract to purchase ordinary shares which would or might be completed or 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.

18. 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.

Signed: Mark Serföző
Mark Serföző, Company Secretary
Date: 22 May 2020