

# Form of proxy

**Spectris plc 2022 Annual General Meeting to be held on Friday, 27 May 2022 at 12.00pm.**  
**Please read the notes overleaf before completing this form.**

[119-058-623] [XX]

Meeting ID

Pin: First two and last two digits of your SRN

Shareholder Reference Number (SRN)

I/We

being registered holder(s) of ordinary shares of Spectris plc (the 'Company') hereby appoint the Chairman of the meeting/the following person\*

as my/our proxy to exercise all of my/our rights to attend, speak and vote for me/us and on my/our behalf at the Company's Annual General Meeting to be held at QEII Centre, Broad Sanctuary, Westminster, London, SW1P 3EE on Friday, 27 May 2022 at 12.00pm and at any adjournment thereof on the resolutions set out below.

\* 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, Equiniti, on 0371 384 2586. An Equiniti overseas helpline number is also available on +44 121 415 7047. Lines are open 8.30am to 5.30pm, 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. For the full wording of the resolutions below, please refer to the Notice of Annual General Meeting.

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

## Ordinary resolutions:

- |   | For                      | Against                  | Vote<br>Withheld         |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2021   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report set out on pages 90 to 110 of the Annual Report and Accounts for the year ended 31 December 2021   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To declare a final dividend of 48.8p per Ordinary Share for the financial year ended 31 December 2021 to be paid on 30 June 2022 to those Shareholders on the register at the close of business on 20 May 2022 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To elect Ravi Gopinath as a Non-executive Director of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To elect Alison Henwood as a Non-executive Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Derek Harding as an Executive Director of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Andrew Heath as an Executive Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Ulf Quellmann as a Non-executive Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect William (Bill) Seeger as a Non-executive Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Cathy Turner as a Non-executive Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| 11. To re-elect Kjersti Wiklund as a Non-executive Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To re-elect Mark Williamson as a Non-executive Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To re-appoint Deloitte LLP as auditor of the Company                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To authorise the Directors to agree the auditor's remuneration         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Directors to allot ordinary shares                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special resolutions:

- |  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| 16. To empower the Directors to allot ordinary shares for cash on a non pre-emptive basis  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To empower the Directors to allot ordinary shares for cash on a non pre-emptive basis for purposes of acquisitions or capital investments of up to 5% of the issued share capital of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To authorise the Company to make market purchases of shares  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. To allow the period of notice for general meetings of the Company (other than annual general meetings) to be not less than 14 clear days' notice   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature(s) ..... Date .....

**This form should be returned by 12.00pm on Wednesday, 25 May 2022.**

# Notes

1. You may appoint one or more proxies of your choice. If you wish to appoint a 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 this box is 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 0371 384 2586. An Equiniti overseas helpline number is also available on +44 121 415 7047. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). 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. 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.
4. 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.
5. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12:00pm on 25 May 2022 in order to be considered valid.
6. The completion and return of a form of proxy does not preclude shareholders from attending and voting in person at the meeting, or at any adjournment thereof, should they wish to do so.
7. Unless it is indicated how the proxy should vote, the proxy may vote or abstain from voting as he/she thinks fit, as the proxy may on any other issue arising at the meeting.
8. 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.
9. To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed, must reach the Company's registrar, Equiniti Limited, at the address given on the reply-paid envelope not less than 48 hours before the time of the meeting.
10. 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.
11. 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.
12. Any alteration made to this form of proxy must be initialled by the signatory.
13. Please refer to the Notice of meeting for full details of accessing the AGM.

If you would like to listen to the meeting online, please follow the instructions set out on page 12 of the Notice of Meeting. You will require the following details:

Meeting ID: 119-058-623

Username: Shareholder Reference Number (SRN)

PIN: First and last two digits of your SRN