

I/We the undersigned, being a member/members of the above named Company, hereby appoint the Chairman of the Meeting or * as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held on 10th May 2011 and at any adjournment thereof. ☐ Please tick here if this proxy appointment is one of multiple appointments being made. *For the appointment of more than one proxy, please refer to note 1 on the Notice of Meeting.

Please indicate below how you wish your votes to be cast, otherwise your proxy will vote or abstain from voting at his/her discretion. If you wish your proxy to abstain from voting on any resolution, you should complete the 'Vote Withheld' column**. On any other business arising at the Meeting (including any motion to amend a resolution or to adjourn the Meeting) the proxy will vote or abstain at his/her discretion.

Please indicate your vote by marking the appropriate boxes in black ink like this: ☒

RESOLUTIONS

- | | FOR | AGAINST | VOTE
WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1 To receive the Directors' Report and Accounts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To approve the Directors' Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To declare a final dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To declare a special final dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Mr W H Whiteley as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To re-elect Mr M E Vernon as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To re-elect Mr N H Daws as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 To re-elect Mr M E Gibbin as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To re-elect Mr D J Meredith as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 To re-elect Mr A J Scrivin as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 To re-elect Mr G Bullock as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 To re-elect Dr K Rajagopal as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 To re-elect Mr C G Watson as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 To re-appoint KPMG Audit Plc as auditor of the Company and to authorise the Directors to determine their remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 To authorise the Directors to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16 To authorise the Directors to allot equities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17 To authorise the Directors to approve the issue of shares in lieu of cash dividends in respect of the period up to and including the date of the Annual General Meeting to be held in 2016 or, if earlier, 9th May 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18 To authorise the Company to purchase its own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19 To authorise the Company to call general meetings, other than Annual General Meetings, on not less than 14 clear days' notice | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

** This 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.

Dated	Signature
<input type="text"/>	<input type="text"/>

TEAR HERE

Spirax-Sarco Engineering plc

Attendance card

Annual General Meeting

to be held at:

The Cheltenham Chase Hotel, Shurdington Road, Brockworth, Gloucestershire, GL3 4PB

(Tel: 01452 519989)

on Tuesday 10th May 2011 at 2.00 pm

IF YOU COME TO THE MEETING PLEASE SIGN THIS CARD AND BRING IT WITH YOU. You will be asked to produce it to show that you have the right to attend, speak and vote.

Signature

Directions by road:-

From A40 (Oxford):

A40 to Cheltenham, before reaching Cheltenham turn left onto the A436 to Gloucester. This will lead you to the A417. Exit onto the A46 signposted Stroud/Cheltenham. At the top of the slip road turn left onto A46 Stroud. Go past the Garden Centre on left. The hotel is approximately 250 yards on the left hand side.

From M5:

M5 Junction 11a. Follow signs to Cirencester A417. Leave at the first exit signposted A46 Cheltenham and Stroud. At top of slip road which is signposted Shurdington Road Junction, turn right onto the A46 towards Stroud. Keep on A46 for about quarter of a mile, go past Garden Centre on left. The hotel is approximately 250 yards on the left hand side.

From Cirencester:

Follow A417 until you reach the Air Balloon pub and roundabout. Take first exit signposted Gloucester. After approximately 2 miles branch left signposted Stroud/Cheltenham. Take first exit onto A46 Stroud. Go past the Garden Centre on left. The hotel is approximately 250 yards on the left hand side.



Equiniti

Aspect House

Spencer Road

Lancing

BN99 6ZX

Notes

- (a) This form of proxy, together with the power of attorney, or other authority, if any, under which it is signed or a notorially certified copy of any such power of attorney must be received by the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6ZX at least 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Any alteration to these instructions should be initialled. Please detach the form of proxy before posting.
- Alternatively CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (b) To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 384 2349* (UK) or +44 (0)121 415 7047 (overseas) or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking 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 an envelope. (*Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open from 8.30 am to 5.30 pm Monday to Friday.)
- (c) If the appointer is a corporation this form of proxy should be executed under its common seal or under the hand of some officer or attorney duly authorised.
- (d) In the case of joint holders the signature of the senior who tenders a vote will be taken to the exclusion of all others.
- (e) A member may appoint his/her own proxy by inserting the name of his/her choice in the appropriate space. A proxy need not be a member of the Company.
- (f) Completion and return of the form of proxy or appointing a proxy through CREST will not prevent you from attending and voting at the meeting instead of your proxy, if you so wish.