

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 20th May 2014 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:

X

| RESOLUTIONS | FOR | AGAINST | VOTE WITHHELD |
|---|-------------|-------------|---------------|
| 1 To receive the Annual Report and Accounts | <div></div> | <div></div> | <div></div> |
| 2 To approve the Remuneration Policy Report 2014 to apply from 20th May 2014 | <div></div> | <div></div> | <div></div> |
| 3 To approve the Annual Report on Remuneration 2013 | <div></div> | <div></div> | <div></div> |
| 4 To declare a final dividend | <div></div> | <div></div> | <div></div> |
| 5 To appoint Deloitte LLP as auditor of the Company | <div></div> | <div></div> | <div></div> |
| 6 To authorise the Directors to determine the auditor's remuneration | <div></div> | <div></div> | <div></div> |
| 7 To re-elect Mr W H Whiteley as a Director | <div></div> | <div></div> | <div></div> |
| 8 To re-elect Mr N J Anderson as a Director | <div></div> | <div></div> | <div></div> |
| 9 To re-elect Mr D J Meredith as a Director | <div></div> | <div></div> | <div></div> |
| 10 To re-elect Mr N H Daws as a Director | <div></div> | <div></div> | <div></div> |
| 11 To re-elect Mr J L Whalen as a Director | <div></div> | <div></div> | <div></div> |
| 12 To re-elect Dr K Rajagopal as a Director | <div></div> | <div></div> | <div></div> |
| 13 To re-elect Dr G E Schoolenberg as a Director | <div></div> | <div></div> | <div></div> |
| 14 To re-elect Mr C G Watson as a Director | <div></div> | <div></div> | <div></div> |
| 15 To elect Mr J Pike as a Director | <div></div> | <div></div> | <div></div> |
| 16 To authorise the Directors to allot shares | <div></div> | <div></div> | <div></div> |
| 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 2019 or, if earlier, 19th May 2019 | <div></div> | <div></div> | <div></div> |
| 18 To disapply statutory pre-emption rights | <div></div> | <div></div> | <div></div> |
| 19 To authorise the Company to purchase its own shares | <div></div> | <div></div> | <div></div> |
| 20 To authorise the Company to call general meetings, other than Annual General Meetings, on not less than 14 clear days' notice | <div></div> | <div></div> | <div></div> |
| ** 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. | | | |
| Date | Signature | | |
| <div></div> | <div></div> | | |

TEAR HERE

Spirax-Sarco Engineering plc

Attendance card

Annual General Meeting

to be held at:

Spirax-Sarco Engineering plc

Charlton House, Cheltenham, Gloucestershire, GL53 8ER

(Tel: 01242 521361)

on Tuesday 20th May 2014 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:

After passing Cheltenham boundary sign, continue approximately ¾ mile to road junction traffic signals. Turn left into Copt Elm Road, right at mini roundabout into Lyefield Road West and right at traffic signals into Cirencester Road. 400 yds on your left is Spirax Sarco. Follow signs for AGM parking.

From M5 North:

Leave motorway at J11A (signposted Cirencester/London) to join A417 dual carriageway and continue up hill to roundabout (Air Balloon pub on right). Keep in left-hand lane, take first exit (virtually straight) – A436 (signposted Oxford).

Continue on this road to a mini roundabout take first exit left and straight over next mini roundabout towards Cheltenham/Charlton Kings. Down hill past Lilleybrook Golf Club and Cheltenham Park Hotel. Continue over traffic signals, 400 yds on your left is Spirax Sarco. Follow signs for AGM parking.

From M5 South:

Leave motorway at J11A (signposted Gloucester/Cirencester) stay in right-hand lane on slip road towards Cirencester. At roundabout take first exit to join A417 dual carriageway and continue up hill to roundabout (Air Balloon pub on right). Keep in left-hand lane, take first exit (virtually straight) – A436 (signposted Oxford). As for M5 North.

From Cirencester:

Follow A417 until you reach roundabout (Air Balloon pub on left). Take second exit – A436 (signposted Oxford). As for M5 North.

Notes

- (a) This form of proxy, together with the power of attorney, or other authority, if any, under which it is signed or a notarially certified copy of any such power of attorney must be received by the Company’s Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA 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 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 form(s) of proxy may be obtained by contacting the Registrar’s 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. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. 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 plus network extras, 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 an 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.

Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
Lancing
BN99 8LU

