

20th May 2014

Spirax-Sarco Engineering plc (the “Company”) Special Resolutions passed at Annual General Meeting

18. That:

(a) the Directors be given power (subject to the passing of Resolution 16), to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred on them by that Resolution under section 551 of the 2006 Act and to allot equity securities as defined in section 560(3) of the 2006 Act, (sale of treasury shares) for cash, in either case as if section 561 of the 2006 Act did not apply to the allotment, but this power shall be limited:

- (i) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:
 - I. holders of Ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

- (ii) to the allotment of equity securities pursuant to the authority granted under Resolution 16 and/or by virtue of section 560(3) of the 2006 Act (in each case otherwise than under (i) above) up to a maximum nominal amount of £944,144;
- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 19th August 2015;
- (c) all previous unutilised authorities under sections 570 and 573 of the 2006 Act shall cease to have effect; and
- (d) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

19. That, in accordance with the 2006 Act, the Company be and is hereby unconditionally and generally authorised to make market purchases (as defined in Section 693 of the 2006 Act) of Ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine, provided that:
- (a) the maximum number of shares which may be purchased under this authority is 7,553,158 representing approximately 10% of the Company's issued Ordinary share capital at 11th March 2014 (being the latest practicable date prior to publication of this Notice of AGM);
 - (b) the minimum price (excluding expenses) which may be paid for each share purchased under this authority is 25²⁵/₂₆p;
 - (c) the maximum price (excluding expenses) which may be paid for a share purchased under this authority shall be not more than the higher of an amount equal to 5% above the average of the middle market quotations of the Company's Ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
 - (d) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution, or at close of business on 19th August 2015, whichever is earlier unless such authority is renewed prior to such time;
 - (e) the Company may make a contract or contracts to purchase Ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary shares in pursuance of such contract; and
 - (f) all existing authorities for the Company to make market purchases of Ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this Resolution and which has or have not yet been executed.
20. That a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.