

THIS DOCUMENT IS IMPORTANT

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice.

If you have sold or otherwise transferred all your Spectris plc shares, please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the transfer was effected for transmission to the purchaser or transferee.

Letter from the Chairman to Ordinary Shareholders

14 March 2017

Notice of Annual General Meeting To be held on 26 May 2017

Dear Shareholder,

The annual general meeting of Spectris plc (the **"Company"**) will take place at Great Fosters, Stroude Road, Egham, Surrey TW20 9UR on Friday 26 May 2017 at 12.30 p.m. (the **"annual general meeting"** or **"AGM"**). The notice of annual general meeting (the **"AGM Notice"**) is set out on pages 12 to 16 of this document.

Each shareholder registered on the register of members of the Company at 6.30 p.m. on 24 May 2017 is entitled to vote on the resolutions numbered 1 to 21 contained in the AGM Notice (the **"Resolutions"**). If you would like to vote on the Resolutions but cannot come to the annual general meeting, please complete the proxy form sent to you with this document and return it to our registrars as soon as possible and in any event not later than 12.30 p.m. on 24 May 2017.

Resolutions 1 to 17 (inclusive) are proposed as ordinary resolutions. This means that, for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 18 to 21 (inclusive) are proposed as special resolutions. This means that, for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour.

This is my last annual general meeting as Chairman of the Company. For the reasons set out in the announcement dated 5 December 2016, I will be stepping down as Chairman and Director of the Company once my successor has been appointed.

The following items proposed by your Board to be transacted at the AGM require further explanation.

ORDINARY RESOLUTIONS

Resolution 1

Annual Report and Accounts

To receive the audited accounts for the financial year ended 31 December 2016, together with the strategic, directors' and auditor's reports on those accounts.

Resolution 2

Directors' Remuneration Policy

This Resolution is in accordance with a provision contained in the Companies Act 2006 (the **"Act"**) setting out the requirement for shareholder approval of a listed company's directors' remuneration policy.

This is a binding shareholder vote and, if passed, will mean that the Company will only be able to make a remuneration payment or a payment for loss of office to a current or prospective director that is consistent with the approved Directors' Remuneration Policy (or has been approved by a separate resolution of the shareholders of the Company). If approved, this policy will take effect from 26 May 2017 and will replace the Company's current policy which was approved at the 2014 annual general meeting. Full details of the Directors' Remuneration Policy are set out on pages 76 to 81 of the annual report and accounts of the Company for the year ended 31 December 2016 (the **"2016 Report and Accounts"**).

Resolution 3

Directors' Remuneration Report

This is an advisory vote by shareholders on the annual Directors' Remuneration Report (excluding the Directors' Remuneration Policy), which details the remuneration received or receivable by Directors in respect of the year ended 31 December 2016, in accordance with the Directors' Remuneration Policy approved for a three year period at the 2014 annual general meeting. The Directors' Remuneration Report is set out on pages 73 to 91 of the 2016 Report and Accounts.

Resolution 4

Final Dividend

To declare a final dividend of 34.0p per share for the year ended 31 December 2016. If approved, the recommended final dividend will be paid on 30 June 2017 to shareholders on the register at the close of business on 26 May 2017.

Resolution 5

Election of Directors

In accordance with the Company's Articles of Association (the "**Articles**") and the provisions of the UK Corporate Governance Code (the "**Code**"), each new Director appointed to the Board is subject to election by shareholders at the first AGM following their appointment. Full biographical details and other information required by the Code for the Director of the Company proposed to be elected can be found on page 55 of the 2016 Report and Accounts.

On 19 January 2017, Kjersti Wiklund was appointed as a Non-executive Director. Mrs Wiklund is standing for election with the full support of the Board which unanimously recommends that she is elected as a Director of the Company.

Mrs Wiklund has held a series of significant senior global roles including director, group technology operations at Vodafone; chief operating officer of VimpelCom Russia; deputy chief executive officer and chief technology officer of Kyivstar in Ukraine; executive vice president and chief technology officer of Digi Telecommunications in Malaysia; and executive vice president and chief information officer at Telenor in Norway and has significant knowledge of the international telecommunications sector. She is a non-executive director of Laird plc and was previously a non-executive director of both Cxense ASA and Fast Search & Transfer ASA in Norway and Telescience Inc in the USA.

Resolutions 6, 7, 8, 9, 10, 11 and 12

Re-election of Directors

In accordance with the terms of the Articles and the provisions of the Code, each of the existing Directors of the Company are standing for re-election at the AGM. The biographical details and other information required by the Code for the Directors of the Company who are proposed to be re-elected, can be found on page 55 of the 2016 Report and Accounts.

Both the Nomination Committee and the Board have formally considered whether each Director proposed for re-election is able to dedicate the necessary time to the Company's affairs. This process included a review of actual attendance and contribution, and contemplation of the extent of each Director's external appointments. Following such evaluation, the Board is wholly satisfied that the performance of each Director continues to be effective and that they have demonstrated the necessary commitment to their respective roles. The Board's view is that the external appointments held by each Director do not detract from the contribution made. Rather, such appointments bring valuable knowledge, diversity of experience, and different perspectives to the Board's deliberations.

In support of the Code requirement for the Board to set out the reasons why it believes that the Non-executive Directors standing for re-election should be re-elected, a summary biography for each Non-executive Director is set out below.

Mr King is senior independent director and chairman of the Remuneration Committee of Aggreko plc. He is chairman of Hummingbird Resources plc and senior independent director of Interserve plc. Until October 2009, Mr King was chief strategy officer of Anglo American plc and between 2006 and 2009 a non-executive director of Anglo Platinum Limited. He previously spent over 20 years in senior roles at ICI, gaining worldwide experience in its fertiliser, petrochemical and paint businesses. Mr King served on the Executive Remuneration Working Group, set up by the Investment Association, which examined the simplification of executive pay.

Mr Quellmann is chief financial officer, copper and diamonds and before this was global head of treasury at Rio Tinto plc. He was previously vice president, investor relations and media relations and chief pension investment officer and assistant treasurer at Alcan Inc. Prior to that, Mr Quellmann held senior management positions at General Motors, including as senior manager, capital planning and managing director of Vauxhall Masterhire.

Mr Seeger is a non-executive director and chairman of the audit committee of Smiths Group plc. He was formerly group finance director of GKN plc and prior to that, president and CEO of the propulsion systems and special products division of GKN, having previously been CFO in the aerospace division. He spent most of his earlier career at TRW, latterly in senior finance roles, including as vice president, financial planning & analysis and vice president, finance, of TRW Automotive.

Mrs Wyrsh has experience of leading energy companies in natural gas, renewables and electricity generation, and is currently executive vice president and general counsel of Sempra Energy, quoted on the New York Stock Exchange. She was formerly president of Vestas Americas and prior to that was president and chief executive officer of Spectra Energy Transmission and a director of Spectra Energy, Inc., Spectra Energy Partners and Spectra Energy Income Fund. Previously she held the position of president and chief executive officer of Duke Energy Gas Transmission. Mrs Wyrsh is a director of the Cristo Rey Network, a US educational foundation, of Southern California Gas Company, a publicly traded company in the USA, and of San Diego Gas & Electric Company, a wholly-owned subsidiary of Sempra Energy. She was formerly a non-executive director of SPX Corporation, a company quoted on the New York Stock Exchange.

In reviewing the recommendations of the Nomination Committee concerning the election and re-election of Non-executive Directors, the Board has concluded that all Non-executive Directors are independent for the purposes of the Code and that all will continue to make an independent contribution and are free of any business or other relationship with the Company which could interfere with the exercise of their judgement. In addition, and following the annual evaluation exercise conducted during the year, the Board considers that each Director continues to make an effective and valuable contribution and demonstrates commitment to the role. Accordingly, the Board unanimously recommends the election and re-election of each of these Directors.

Resolutions 13 and 14

Appointment and remuneration of the Auditor

The Company is required to appoint an external auditor at each annual general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

Under Resolution 13 it is proposed to appoint a new auditor. The Audit and Risk Committee oversaw a formal and comprehensive tender process for the external audit appointment. Following the conclusion of this process, the Board is recommending to shareholders, for approval at the AGM, the appointment of Deloitte LLP ("**Deloitte**") to succeed KPMG LLP as the Group's auditor until the conclusion of the next annual general meeting. As outgoing auditor, KPMG LLP has provided the Company with a 'Statement of Circumstances' accompanying their proposed resignation following the conclusion of the AGM, as required by the Act, which is set out in Appendix III to this AGM Notice.

Under Resolution 14 it is proposed that the Audit and Risk Committee, for and on behalf of the Board, be authorised to determine the auditor's remuneration.

Resolution 15

To authorise the continued operation of the Spectris Performance Share Plan (the "PSP")

Resolution 15 seeks authority from shareholders to allow the continued operation of the PSP for a period of ten years from the AGM. This long-term incentive plan has been operated by the Company for senior executives since it was initially approved by shareholders at the 2006 annual general meeting.

The Directors obtained continued authority from shareholders to operate the PSP at the 2014 annual general meeting in conjunction with the initial three-year Directors' Remuneration Policy. At that time, it was communicated to shareholders that the PSP is a standard senior executive share plan, and its key features (for example, the application of performance conditions and time pro-rating to participants who leave the Company, or following a corporate event) remain in line with best practice. Additional best practice features, particularly a clawback provision, have been added to the PSP rules since its introduction in 2006.

Context of Proposals

The proposal to seek further authority from shareholders to continue to operate the PSP is proposed in the context of the wider review of executive remuneration which is more fully detailed in the Remuneration Committee Chairman's letter that introduces the Directors' Remuneration Report in the 2016 Report and Accounts. This review was undertaken in connection with the proposed renewal of the three-year Directors' Remuneration Policy at the AGM (see Resolution 2 above) and recommended the introduction of a two-year holding period for PSP awards made to Executive Directors, so that the shares from PSP awards, which would otherwise become available after the initial three-year vesting period, will not be released until the end of a further two-year holding period. Dividend entitlements in respect of performance-vested shares will continue to accrue during the holding period.

The introduction of holding periods technically requires the approval of Spectris' shareholders under the rules of the PSP and, accordingly, as well as seeking approval for this new feature at the AGM, we are again seeking authority from our shareholders to allow continued operation of the PSP. This new authority, if approved, would apply for ten years from the AGM.

Besides the changes to the rules of the PSP related to the introduction of holding periods, two further changes have been introduced:

- That, awards may be made under the PSP to individuals who are not Executive Directors of the Company on terms that such awards have different performance conditions from those applying to the Executive Directors (for example, performance conditions may be based on divisional rather than group performance) or on terms that no performance conditions apply to such awards (what is known as "restricted stock"); and
- That, in line with the proposed Directors' Remuneration Policy, where awards are to be made to a new recruit to compensate for awards forfeited on leaving a previous employer, any such "buy-out" awards made under the PSP may vest earlier than "normal" PSP awards and may be made with varied performance conditions or as restricted stock. Any "buy-out" awards will be excluded from the normal limit on the value of awards which may be made to an individual in any financial year (awards over shares worth 200 per cent. of base salary). Where the Company makes "buy-out" awards, it will utilise either newly issued shares or treasury shares for this purpose. This does not give any additional rights to standard market practice, but ensures that the normal flexibilities can operate without the use of an employees' share trust. As a group with a diverse international business, the Company has chosen not to operate such trusts given the related compliance burden which these trusts can entail for an international workforce.

A summary of the principal terms of the PSP (as proposed to be amended) is set out in Appendix I to this AGM Notice.

Resolution 16

To approve the Spectris Savings Related Share Option Scheme 2017 (the "SAYE Scheme"), a HM Revenue & Customs tax favoured savings related share option scheme

Resolution 16 seeks authority from shareholders, following the expiry of the existing all-employee savings related share option scheme on 25 May 2017, to continue operation of a savings related share option scheme for a period of 10 years from the AGM. The existing scheme has been operated by the Company since it was initially approved by shareholders at the 2007 annual general meeting. Following the expiry of the existing scheme, the Board proposes that a new scheme, on substantially the same terms as the existing scheme, be approved by shareholders at the AGM.

A summary of the principal terms of the SAYE Scheme is set out in Appendix II to this AGM Notice.

Resolution 17

Allotment of shares

Under the Act, the Directors of the Company may generally only allot shares or grant rights over shares if authorised to do so by shareholders. In accordance with the current guidelines issued by the Investment Association (the **"IA"**), the Directors confirm their intention to seek renewal of the authority granted at the 2016 annual general meeting which expires at the end of the forthcoming AGM or, if sooner, 20 August 2017. The renewed authority is to be limited to shares up to an aggregate nominal amount of £1,986,547 (being just less than one-third of the issued share capital of the Company (excluding treasury shares) on 13 March 2017, being the last practicable date prior to the publication of the AGM Notice). The Company held 5,812,278 shares in treasury at 13 March 2017, (being 4.88 per cent. of the issued share capital of the Company (excluding treasury shares) on that date).

The authority conferred by this Resolution shall (unless previously revoked, varied or renewed) expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018. However, the Company may make an offer or agreement prior to the expiry of this authority which would or might require relevant securities to be allotted after the expiry of this authority and in such a case the Directors will be permitted to allot securities pursuant to such offer or agreement as if this authority had not expired.

Other than in respect of the Company's obligations under its employee share schemes, the Directors have no present intention of issuing any shares under this authority, but they believe it to be in the best interests of the Company that they should continue to have this authority so that such allotments can take place to finance appropriate opportunities that may arise.

SPECIAL RESOLUTIONS

Resolutions 18 and 19

Allotment of shares for cash

Your Directors also require additional authority from shareholders to allot shares, grant rights over shares or sell treasury shares where they propose to do so for cash otherwise than to existing shareholders pro rata to their holdings. Circumstances may arise in which it would be in the best interests of the Company for the Directors to have the power to issue a limited number of shares or sell treasury shares for cash otherwise than to existing shareholders, to take advantage of business opportunities as these arise or to manage the Company's capital base more effectively.

Your Board proposes that the authority granted at the 2016 annual general meeting be renewed, in accordance with IA guidelines, to expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018, thereby enabling the Directors to allot ordinary shares and sell treasury shares for cash free of statutory pre-emption rights, in the case of resolution 18 up to an aggregate nominal amount of £297,982 (being 5 per cent. of the issued share capital of the Company (excluding treasury shares) as at 13 March 2017, the last practicable date prior to the publication of the AGM Notice) and, in the case of Resolution 19 and in relation to an acquisition or other capital investment as defined by the Pre-emption Group's Statement of Principles, up to an additional amount of £297,982 (being 5 per cent. of the issued share capital of the Company (excluding treasury shares) as at 13 March 2017, the last practicable date prior to the publication of the AGM Notice).

The Directors intend to adhere to the provisions of the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-preemptive basis pursuant to the authority in Resolution 17:

- (i) in excess of an amount equal to 5 per cent. of the total issued share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period; without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 20

Authority to purchase own shares

The authority given to the Company at the 2016 annual general meeting to purchase its own shares expires on the date of the forthcoming annual general meeting or, if sooner, 20 August 2017. Your Directors continue to believe that it is in the best interests of shareholders that the Company should be able to purchase its own shares in circumstances which, in the opinion of the Directors, should result in an improvement in earnings per share for the remaining shareholders.

Your Directors consider that it would be prudent to be able to act at short notice in making such purchases if it were in the best interests of the Company to do so having regard to other investment opportunities open to the Company. In reaching any decision to purchase ordinary shares, the Directors will take into account the Company's cash resources and capital requirements and the effect of any purchase on gearing levels and on earnings per share.

Any shares purchased under this authority may be cancelled or held as treasury shares. Companies may hold shares re-purchased as treasury shares with a view to a possible re-sale at a future date rather than having to cancel them. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and provide the Company with additional flexibility in the management of its capital base. Any transfers of treasury shares for the purposes of the Company's employee share schemes will be made within the recommended 10 per cent. anti-dilution limit set by the IA.

Your Directors are seeking the authority to make market purchases of up to 11,919,200 ordinary shares, representing just under 10 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) on 13 March 2017 (being the last practicable date prior to the publication of the AGM Notice). The maximum price to be paid for an ordinary share of the Company on any occasion will be the higher of (i) 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 Daily Official List) for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade and the highest independent bid on the trading venue where the purchase is carried out or otherwise in accordance with Article 5(1) of the Buy-back and Stabilisation Regulation (2273/2003/EC) (exclusive in each case of all expenses). The minimum price to be paid for an ordinary share of the Company will be 5p (the nominal value of an ordinary share) (exclusive of expenses).

The authority conferred shall (unless previously revoked, varied or renewed) expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018. However, if a contract for the purchase of ordinary shares is concluded before the expiry of this authority but the relevant purchase will or may be executed in whole or in part after the expiry of this authority, the Company is authorised to execute such purchase as if this authority had not expired.

The Company has no warrants outstanding and the total number of options to subscribe for equity shares outstanding on 13 March 2017 was 1,829,706, representing 1.54 per cent. of the issued share capital of the Company (excluding treasury shares) on that date. If the full authority to buy back shares were to be used, the said outstanding options would represent 1.71 per cent. of the issued share capital of the Company (excluding treasury shares) on that date.

Resolution 21

Authority to hold meetings on 14 days' clear notice

The notice period required by the Act for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. If prior shareholder approval has been obtained, companies may still hold general meetings (other than annual general meetings) on 14 clear days' notice provided electronic voting is made available to all members. Your Directors therefore request authority to hold general meetings in the forthcoming year on 14 clear days' notice ("**Short Notice**"), as they believe this gives greater flexibility and the ability for a faster response if an unexpected meeting is required. Such authority will be effective until the Company's 2018 annual general meeting when it is intended that a similar resolution will be proposed. It is intended that general meetings will not be called on Short Notice as a matter of routine, but that Short Notice will only be used when the flexibility of using it is merited by the business of the meeting, the circumstances surrounding that business and where calling a general meeting on Short Notice is in the interests of the shareholders as a whole.

RECOMMENDATION

Your Directors consider that the above proposals are in the best interests of the Company and its shareholders and unanimously recommend that you vote in favour of all the Resolutions set out in the AGM Notice as they intend to do in respect of their own shareholdings.

Yours faithfully



Dr J L M Hughes CBE

Chairman

Adoption of Financial Reporting Standard (FRS) 101 – Reduced Disclosure Framework

Following the publication of FRS 100 Application of Financial Reporting Requirements by the Financial Reporting Council, the Company adopted FRS 101 Reduced Disclosure Framework for its parent company financial statements for the year ended 31 December 2016. The Company intends to adopt FRS 101 for its parent company financial statements for the year ended 31 December 2017.

Any shareholder or shareholders holding in aggregate 5 per cent. or more of the allotted shares of the Company may serve an objection. Objections must be served in writing and delivered to the Company Secretary of Spectris plc, Heritage House, Church Road, Egham, Surrey, TW20 9QD, United Kingdom by no later than 30 April 2017.

APPENDIX I TO THE AGM NOTICE

Summary of the Principal Terms of the Spectris Performance Share Plan (the "PSP")

Operation

The Remuneration Committee of the Board of Directors of the Company (the "Committee") will supervise the operation of the PSP.

Eligibility

Any employee (including an Executive Director) of the Company and any of its subsidiaries will be eligible to participate in the PSP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in one of three forms:

- (i) conditional allocation, where a participant will receive free ordinary shares in the Company ("Shares") on the vesting of his/her award;
- (ii) nil or nominal cost options, where a participant can decide when to exercise his/her award over Shares during a limited period of time after it has vested;
or
- (iii) forfeitable Shares, where a participant will have certain shareholder rights prior to the vesting of his/her award but will only receive complete ownership of Shares on the vesting of his/her award.

The Committee may also allow the grant of cash-based awards of an equivalent value to share-based awards or may allow share-based awards to be settled in cash where it is appropriate to do so.

The Committee may normally grant awards within six weeks following the Company's announcement of its results for any period. The Committee may also grant awards within six weeks of the approval of the PSP by shareholders at the AGM or when there are exceptional circumstances which the Committee considers justifies the granting of awards.

No awards will be granted after 26 May 2027, being ten years after the AGM.

No payment will be required for the grant of an award. Awards are not transferable (other than to the participant's personal representatives in the event of death). Awards are not pensionable.

Individual limit

The maximum number of Shares that may be awarded to a participant in any financial year will be limited so that the market value of such Shares on the award date will not exceed 200 per cent. of the individual's base salary. If the Committee is prevented from making an award to an individual in a financial year as a result of the EU Market Abuse Regulations or similar constraints, the unused individual limit for that year will carry forward and be available as additional capacity to make awards in a subsequent financial year when the grant of awards is permitted. Additionally, in line with the approved Directors' Remuneration Policy of the Company, where awards are to be made to a new recruit to compensate for awards forfeited on leaving a previous employer, any such "buy-out" awards will be excluded from normal individual limits.

Overall PSP limits

The PSP may operate over new issue Shares, treasury Shares or Shares purchased in the market (although it is not currently the Company's policy to operate employee share trusts to purchase Shares in the market).

In any period of ten years the Company may not issue (or have the possibility to issue) more than:

- (a) 10 per cent. of the issued ordinary share capital of the Company under the PSP and any other employee share plan adopted by the Company; and
- (b) 5 per cent. of the issued ordinary share capital of the Company under the PSP and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of this limit, unless institutional investor bodies decide that they need not count.

Vesting of awards

Awards will normally vest following the third anniversary of grant once the Committee has determined the extent to which any applicable performance conditions have been satisfied and provided the participant is still a director or employee in the Company's group.

For the avoidance of doubt, awards may be made under the PSP to individuals who are not Executive Directors of the Company on terms that such awards have different performance conditions from those applying to the Executive Directors (for example, performance conditions may be based on divisional rather than group performance) or on terms that no performance conditions apply to such awards (which is known as "restricted stock").

Additionally, where awards are to be made to a new recruit to compensate for awards forfeited on leaving a previous employer, any such "buy-out" awards made under the PSP may vest earlier than other PSP awards made to the individual, and may be made either with varied performance conditions or as restricted stock, where this is considered to be appropriate to reflect the vesting and/or performance terms of the awards from the previous employer which have been forfeited by joining the Company.

APPENDIX I TO THE AGM NOTICE CONTINUED

Summary of the Principal Terms of the Spectris Performance Share Plan (the "PSP")

Performance Conditions for 2017 PSP awards

For PSP awards proposed to be made to Executive Directors in 2017, the performance conditions are summarised in the Directors' Remuneration Report in the 2016 Report and Accounts.

Holding period

An award can be granted on the basis that, following the third anniversary of grant, it may not be exercised in respect of some or all of the performance-vested shares for a further holding period. Awards made to Executive Directors from the AGM will be subject to an additional holding period of two years following the initial three-year vesting period.

Leaving employment

As a general rule, an award will lapse upon a participant leaving the employment of the Company's group. However, if before the vesting of an award a participant ceases to be a director or employee within the Company's group by reason of death, disability, injury, retirement with the consent of his or her employing company, sale or transfer of the participant's employing company or business out of the Company's group, or in other circumstances at the discretion of the Committee, then the award will vest on the normal vesting date (i.e. the third anniversary of the date of grant) to the extent determined by the performance conditions measured over the full performance period.

The Committee may, at its discretion, permit or require awards to vest in such circumstances at the time of cessation of employment, in which case awards would normally be subject to the performance conditions as measured over the shorter period.

In either case, there will also be a pro-rata reduction in the size of the award for the time that has elapsed up to the date of cessation compared to the originally stated vesting period unless the Committee determines that it would be inappropriate to apply a pro-rata reduction in the particular circumstances.

Performance-vested PSP awards which are subject to a holding period will normally continue to be subject to the holding period (although the Committee may release awards early from the holding period in appropriate cases). This will apply to both "good leaver" awards before the third anniversary of grant, and for any performance vested awards between years three and five.

Corporate events

In the event of a takeover, scheme of arrangement or winding up of the Company (not being an internal corporate reorganisation), all awards would normally vest early to the extent that the performance conditions have, in the opinion of the Committee, been satisfied at that time. The awards would normally be pro-rated to reflect the shorter than normal period of time between the date of the award and the time of vesting. The Committee can decide not to pro-rate awards if it regards it as inappropriate to do so in the particular circumstances. Performance vested awards subject to holding periods would normally be released and allowed to vest.

Awards may also vest on the same basis if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company, unless the Committee decides that awards should vest on the same basis as described above. Additionally, if the Committee considers it appropriate and terms can be agreed with a third-party buyer, all awards can be rolled-over.

Participants' rights

Awards structured as conditional allocations and options will not confer any shareholder rights on participants until the awards have vested and the participants have received their Shares.

Holders of awards of forfeitable Shares will have certain shareholder rights except that they will be required to waive their right to receive dividends.

Participants will receive a payment (in Shares), on or shortly following the vesting of their awards, of an amount equivalent to the dividends that would have been paid on the Shares vesting under the awards between the time when the awards were granted and the time when they vest (and assuming reinvestment in Shares on the relevant ex dividend dates). Where a holding period is applied and a participant may not exercise his award, dividend entitlements will continue to accrue in respect of the performance-vested award shares until the end of the holding period.

APPENDIX I TO THE AGM NOTICE CONTINUED

Summary of the Principal Terms of the Spectris Performance Share Plan (the "PSP")

Rights attaching to Shares

Any Shares allotted when an award vests (or for an award structured as an option, when it is exercised) will rank equally with all other Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital, or in the event of a demerger, payment of a special dividend or other similar event which materially affects the market price of the Shares, the Committee may make such adjustments as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Clawback

The Committee retains a power to recoup the value of previously vested Awards from an individual within three years of the end of a relevant performance period if it considers it appropriate to do so. The Committee may choose to exercise this power in circumstances of:

- a material correction of financial results previously used to assess a performance condition; or
- if performance was otherwise shown to be materially worse than was believed when a performance condition was assessed.

Alterations to the PSP

The Committee may, at any time, amend the provisions of the PSP in any respect, provided that the prior approval of shareholders must be obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of Shares held in treasury, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be provided under the PSP and the adjustment of awards or options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

The Committee may also choose to operate the PSP in conjunction with HMRC tax-advantaged share options (within the HMRC £30,000 individual limit) to promote potential tax and national insurance efficiency for both the Company and individual participants.

Overseas plans

The Board may at any time without further shareholder formality establish further plans in overseas territories, any such plan to be similar to the PSP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the PSP.

APPENDIX II TO THE AGM NOTICE

Summary of the Principal Terms of the Spectris Savings Related Share Option Scheme (the "SAYE Scheme")

What is the SAYE Scheme?

The SAYE Scheme is an HMRC tax favoured all employee share scheme. Under the SAYE Scheme all UK employees can save up to £500 per month, through deductions from their salary, for three years (36 months) or five years (60 months). Employees can then choose either to purchase shares in the Company at a price that is up to 20 per cent. less than the market value at the time they receive the award or take the savings in cash.

General

Under the SAYE Scheme, eligible employees are entitled to apply for the grant of a non-transferable option to acquire ordinary shares in the Company at a price determined shortly before invitations to apply for the options are issued. An option is granted over such number of ordinary shares that can be acquired using the proceeds of a related savings contract. The option price may be set at a discount (of up to 20 per cent.) to the market value of the ordinary shares at that time. Employees are required to save monthly through a contractual savings arrangement over a period of either three or five years. At the end of the savings period, the employee may either exercise the option using the savings and bonus for a period of six months or have the savings and bonus repaid.

Eligibility

Eligible employees are UK resident employees of the Company and participating subsidiaries who have been employed for a minimum period (not exceeding five years). All employees eligible to participate must do so on similar terms, although that entitlement may vary by reference to levels of remuneration, length of service or any similar factors.

Employee contributions

The maximum amount an employee may save monthly over the three year or five year period is £500, or such other amount as may be permitted from time to time by HMRC. The Board can impose a lower savings limit and the minimum amount an employee may save per month is set by the Board and can be no less than £10.

Invitation period

The Company may issue invitations for the grant of options any time within the 42 day period after the date on which the SAYE Scheme is approved by shareholders or any 28 day period after the Company releases its results for a financial period, legislative changes affecting savings related option schemes are proposed or take effect or a new savings contract prospectus is announced or takes effect or in any other circumstances judged by the Board to be exceptional.

Early exercise

An option holder who ceases to be an employee of a member of the Group in certain circumstances (for example due to injury, disability, retirement, redundancy, or following a change in control of the employing company or transfer of the employing business) may exercise an option within six months of ceasing to be an employee. If an option holder dies, his personal representatives may exercise the option within twelve months of the earlier of the date of death or the bonus date of the option. If an option holder ceases to be an employee of a member of the Group for any reason other than those specified in the rules, the option will lapse. If there is a takeover, scheme of arrangement or winding-up of the Company, options will generally be exercisable for six months. Options may only be exercised to the extent of the repayment under the related savings contract on the date of exercise.

Limits on the issue of Shares

The use of new issue ordinary shares under the SAYE Scheme is limited to 10 per cent. of the issued share capital of the Company from time to time, taking into account shares issued or to be issued over the previous ten year period under all employee share schemes adopted by the Company (including the previous savings related share option scheme and the Company's continuing share plans). Ordinary shares subject to options or awards which have lapsed or been surrendered are excluded when calculating this limit. For the purposes of calculating these limits, treasury shares will be treated the same as new issue ordinary shares, unless the share incentive scheme guidelines of the Association of British Insurers are amended to permit treasury shares to be disregarded.

Exchange of options

If there is a change of control of the Company following a general offer to acquire the whole of the issued share capital of the Company or all of its ordinary shares, or following a compromise or arrangement, option holders may be given the opportunity to exchange their options for options over ordinary shares in another company.

Adjustments of options

Subject to the approval of HMRC (if required), if there is a capitalisation or rights issue, a consolidation, a subdivision, a reduction or any other variation in the share capital of the Company, the Board may make the adjustments it considers appropriate to the number of ordinary shares under option and the option price provided the adjustments are made in accordance with the current HMRC guidance.

APPENDIX II TO THE AGM NOTICE CONTINUED

Summary of the Principal Terms of the Spectris Savings Related Share Option Scheme (the "SAYE Scheme")

General provisions

Options are personal to option holders and, except on the death of an option holder, cannot be assigned, transferred or otherwise disposed of. Participation in the SAYE Scheme is not pensionable.

Amendments to the SAYE Scheme

The rules of the SAYE Scheme can be amended at any time by the Board. However, no amendment to the advantage of option holders can be made without the prior approval of shareholders in a general meeting if the amendment relates to the provisions in the SAYE Scheme rules relating to:

- who can participate;
- the limits on the number of ordinary shares that can be acquired under the SAYE Scheme in total and/or by each option holder;
- the basis for determining an option holder's entitlement to and the terms on which ordinary shares can be acquired under the SAYE Scheme;
- any adjustment in the event of a variation in the share capital of the Company; and
- the amendment provisions themselves,

unless the amendment is necessary or desirable in order to ensure the SAYE Scheme satisfies the requirements of Schedule 3 of the Income Tax (Earnings & Pensions) Act 2003, or is minor and to benefit the administration of the SAYE Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or for any member of the Group.

Additional schedules to the rules of the SAYE Scheme can be adopted by the Board to operate the SAYE Scheme in overseas countries.

No options can be granted after 26 May 2027, being ten years after the AGM.

Differences from the rules of the previous savings related share option scheme

The only differences are minor administrative amendments made either to update references to recent legislation or to reflect recent legislative enactments affecting employee share schemes. None of these minor amendments favourably affects the employees' entitlement to acquire ordinary shares.

APPENDIX III TO THE AGM NOTICE

Statement by KPMG LLP



KPMG LLP
15 Canada Square
London E14 5GL
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311

Spectris plc
Heritage House
Church Road
Egham
Surrey
TW20 9QD

14 March 2017

Dear Directors,

Statement to Spectris plc (no. 2025003) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were not invited to participate.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'KPMG LLP', written in a cursive style.

KPMG LLP

Audit registration number: 9188307
Audit registration address:
15 Canada Square
Canary Wharf,
London E14 5GL

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Great Fosters, Stroude Road, Egham, Surrey TW20 9UR on Friday 26 May 2017 at 12.30 p.m. to consider and, if thought fit, pass the following Resolutions (the **"Resolutions"**):

ORDINARY BUSINESS

Ordinary Resolutions

1. To receive and consider the annual report and accounts of the Company for the year ended 31 December 2016.
2. To approve the Directors' Remuneration Policy set out on pages 76 to 81 of the annual report and accounts of the Company for the year ended 31 December 2016.
3. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 73 to 91 of the annual report and accounts of the Company for the year ended 31 December 2016.
4. To declare a final dividend of 34.0p per ordinary share for the year ended 31 December 2016, payable on 30 June 2017 to those shareholders on the Company's register of members at the close of business on 26 May 2017.
5. To elect as a Director Mrs K Wiklund.
6. To re-elect as a Director Dr J L M Hughes.
7. To re-elect as a Director Mr J E O'Higgins.
8. To re-elect as a Director Mr R J King.
9. To re-elect as a Director Mr U Quellmann.
10. To re-elect as a Director Mr W C Seeger.
11. To re-elect as a Director Mr C G Watson.
12. To re-elect as a Director Mrs M B Wyrsh.
13. To appoint Deloitte LLP as auditor of the Company.
14. To authorise the Directors to agree the remuneration of Deloitte LLP as auditor of the Company.

SPECIAL BUSINESS

Ordinary Resolutions

15. That the Directors are hereby authorised:
 - (i) to continue to operate the Spectris Performance Share Plan ("PSP"), the principal terms of which are summarised in Appendix I to this Notice, for a period of ten years from the date of this meeting; and
 - (ii) to establish further plans based on the PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against limits on individual and overall participation in the PSP.
16. That:
 - (i) The Spectris Savings Related Share Option Scheme (the "SAYE Scheme"), the rules of which are summarised in Appendix II to this Notice and are produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the Directors be and are hereby authorised to adopt them (subject to any amendments required or considered desirable in order to satisfy the requirements of Schedule 3 of the Income Tax (Earnings & Pensions) Act 2003); and
 - (ii) The Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the SAYE Scheme and the Directors be and are hereby authorised to establish further schemes based on the SAYE Scheme, modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the SAYE Scheme.

17. That, in substitution for all existing authorities to the extent unused, 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 ("Relevant Securities") up to a maximum aggregate nominal amount of £1,986,547 for a period expiring (unless previously revoked, varied or renewed) at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018, but the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

Special Resolutions

18. That, subject to the passing of Resolution 17 above, and in place of all existing and unused powers, 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 17 above as if section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities:

- (i) in connection with an offer of 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 to be 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 under the laws of any territory or the requirements of any regulatory authority or stock exchange in any territory or otherwise; and
- (ii) otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £297,982, and any such authority shall expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018 (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 above 17" were omitted.

19. That, subject to the passing of Resolution 17 above, and in place of all existing and unused powers, the Directors be and are hereby authorised in addition to any authority granted under Resolution 18 above 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 17 above, as if section 561(1) of the Act did not apply to any such allotment, provided that such power shall be:

- (i) limited to the allotment of equity securities up to an aggregate nominal amount of £297,982 (being 5 per cent. of the issued share capital of the Company (excluding treasury shares) on 13 March 2017, the last practicable date prior to the publication of this 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 notice,

and any such authority shall expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018 (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 17 above" were omitted.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

20. That the Company be and 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 any of its ordinary shares of 5p each in the capital of the Company 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:
- (a) the maximum number of ordinary shares which may be purchased is 11,919,200;
 - (b) the minimum price which may be paid for each ordinary share is 5p (exclusive of all expenses);
 - (c) the maximum price which may be paid for each ordinary share shall be the higher of (i) 105 per cent. of the average of the middle market quotation for an ordinary share of the Company (as derived from The London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the purchase is made and (ii) 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 or otherwise as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (2273/2003/EC) (in each case exclusive of all expenses);
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the end of the Company's 2018 annual general meeting or, if sooner, 26 August 2018; and
 - (e) under this authority the Company may make a contract to purchase ordinary shares which would or might be 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.
21. 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.

BY ORDER OF THE BOARD



R J Stephens FCIS

Secretary

Registered Office:

Heritage House

Church Road

Egham

Surrey

TW20 9QD

14 March 2017

NOTES

1. Approval of an ordinary resolution requires that a simple majority of votes cast be in favour of the resolution. Approval of a special resolution requires that a majority of at least three-quarters of votes cast be in favour of the resolution.
2. The Company hereby gives notice that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a shareholder must be entered on the Company's register of members no later than 6.30 p.m. on Wednesday, 24 May 2017 or, if the meeting is adjourned, shareholders must be entered on the Company's register of members not later than 6.30 p.m. on the day two days prior to the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or adjourned meeting.
3. In accordance with section 319A of the Act, all members of the Company and their proxies have the right to ask questions at the meeting. It would be helpful if you could state your name before you ask a question. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
4. A member is entitled to appoint another person (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. All proxies must be submitted at the office of the registrars not later than 48 hours before the time of the meeting. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting. If you require additional forms of proxy, please contact the registrars of the Company, Equiniti, on 0371 384 2586. Telephony provider costs may vary. An overseas helpline number is also available on +44 121 415 7047. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on 26 May 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK and Ireland Limited ("Euroclear") and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the AGM Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST.

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.

6. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may have a right under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. The statement of the rights of members in relation to the appointment of proxies in note 4 above does not apply to Nominated Persons. The rights described in note 4 can only be exercised by members of the Company.

8. A corporate shareholder is entitled to appoint one or more corporate representatives who may exercise on its behalf all of the same powers the relevant corporate shareholder could exercise if it were an individual provided they do not do so in relation to the same shares.
9. Copies of the Directors' service contracts, the Directors' deeds of indemnity, the terms and conditions of appointment of Non-executive Directors, the SAYE Scheme and the Spectris Performance Share Plan will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) up to and including the date of the annual general meeting and at the place of the annual general meeting for at least 15 minutes prior to and during the annual general meeting. The rules of the SAYE Scheme and the Spectris Performance Share Plan will also be available for inspection at these times at the offices of FIT Remuneration Consultants LLP, 5 Fitzhardinge Street, London W1H 6ED.
10. As at 13 March 2017 (being the last practicable date prior to the publication of this notice) the Company's issued share capital comprised 119,192,845 ordinary shares (excluding treasury shares). Each ordinary share (other than a treasury share) carries the right to one vote on a poll at a general meeting of the Company and, therefore, the total voting rights in the Company as at that date are 119,192,845. As at 13 March 2017, the Company held 5,812,278 ordinary shares as treasury shares.
11. A copy of this notice and other information required by section 311A of the Act can be found on the Company's website: www.spectris.com.
12. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
13. Shareholders are advised that they may not use any electronic address (within the meaning of section 333(4) of the Act) provided in the AGM Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.