

SCHEDULE OF MATTERS RESERVED FOR DECISION BY THE BOARD OF SPECTRIS PLC (the “Company”)

The following matters can only be approved by the Board of Directors of the Company, or a Committee of the Board validly appointed as prescribed in the Company’s Articles of Association (Delegation of Directors’ Powers to Committees) for the purpose of approving a specific matter or matters. The current standing committees of the Board are the Audit and Risk Committee, Remuneration Committee and Nomination and Governance Committee, and matters which the Board consider suitable for delegation include those matters contained in the terms of reference of such committees.

1.	Strategy and Management
1.1	Responsibility for the overall leadership of the Company and setting the Group’s purpose and values.
1.2	Approval of the Group’s long-term strategic aims and objectives.
1.3	The assessment, and monitoring and oversight of the embedding of culture to ensure that it is aligned with the Group’s purpose, values and strategy.
1.4	The making of any public takeover bid or response to a bid approach.
1.5	Oversight of the Group’s operational performance in the context of the Group’s strategic aims.
1.6	Any decision to cease to operate all or any material part of the Group’s business.
1.7	The review of workforce policies and practices to ensure that they are consistent with the Group’s values and support its long-term sustainable success.
2.	Structure and Capital
2.1	Changes relating to the Group’s capital structure including reduction of capital, share issues or allotments (except under employee share plans), and share buy-backs (including the use of treasury shares.)
2.2	Material changes to the Group’s corporate structure.
2.3	Changes to the Group’s executive directors, controls structure and environment.
2.4	Any changes to the Company’s listing or its status as a plc.
3.	Financial Management
3.1	Approval and announcement of half yearly and annual results, trading updates and any other announcements (other than routine regulatory releases) concerning the financial or corporate affairs of the Company intended to be released to shareholders, the regulatory authorities or official news services.
3.2	Approval of the dividend policy, declaration of the interim dividend and recommendation of the final dividend.

3.3	Approval of any significant changes in accounting policies or practices that would have a material impact on the Group's results.
3.4	Approval of treasury policies and any related risk management strategy and framework (including the Group's interest rate and exchange rate risk management/hedging structures) as recommended by the Audit and Risk Committee.
3.5	Approval of tax policies and any related risk management strategy and framework as recommended by the Audit and Risk Committee.
3.6	The granting of bank guarantees or any other security interests <u>save</u> for those relating to facilities previously authorised by the Board or established or renewed under the Signing Authorities relating to Treasury Matters, or otherwise as set out in the Group's delegated authorities.
3.7	Establishment of policy in relation to the Group's banking facilities; and the granting of authority to enter into all new or renewed banking facilities exceeding £30m in value and provided that Terms and Conditions of any new facilities below this level are materially the same as existing facilities of a similar type and approved in accordance with the Group's delegated authorities.
3.8	Approval of the annual financial plan and any material unbudgeted capital or operating expenditures.
4.	Internal Control
4.1	Ensuring maintenance of a sound system of internal control and risk management including: • approving the Group's risk appetite statements; • receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives; • receiving reports on the Group's current risk exposure and future risk strategy; • receiving reports on, and reviewing the effectiveness of the procedures in place for the detection of fraud and the prevention of bribery; and • reviewing and assessing the effectiveness of the arrangements in place for the management of compliance with legal, statutory, regulatory and ethical requirements.
5.	Acquisitions and Disposals and Capital Expenditure
5.1	Approval of Class 1 or Class 2 acquisitions: • Board to approve the submission of any offer or preliminary indication of interest; and • Board approval shall be required for the submission of final offers and further approval shall be required to proceed to contract signature. Approval of acquisitions which are not Class 1 or Class 2 transactions:

	• all acquisition transactions below £30m require no Board approval; and • all acquisition transactions above £30m shall require Board approval to proceed to contract signature. For transactions requiring Board approval, further reference shall be made to the Board in the event of material alterations to the proposed transaction between signing and close. The acquisition of interests of more than 3% in the voting rights of any publicly quoted legal entity or the making of any takeover offer shall require approval from the Board. Post-acquisition reporting: Class 1 and 2 Transactions: • Operational reviews and progress reports against integration timetable shall be provided to and reviewed by the Board at 3 and 6 months post completion; and • Formal review assessing the delivery of the business case shall be provided to and reviewed by the Board at the 1st and 2nd anniversaries post completion. All Other Transactions: • A combined review of transactions over the last 18 months will be provided to and reviewed by the Board covering progress against integration timetable and business case.
5.2	Disposals • All disposals above £30m shall require Board approval.
5.3	Additions to or disposals of capital assets where in respect of the individual transaction concerned: (i) the cost of the addition exceeds £30m; or (ii) the sale proceeds or the net book value of assets being disposed of exceeds £30m shall require Board approval. Capital expenditure cost overruns which are in excess of 10% of the original proposal (if the original proposal was in excess of £30m).
6.	Contracts
6.1	Commitments to revenue expenditure or the incurring of contractual liabilities or exposures in excess of £30m which in the opinion of the Chief Executive are outside the normal course of business of either the Company or the operating subsidiary concerned. Such expenditures include consultancy projects and reorganisation costs.

	Commitments in the range of £5m to £30m shall be notified to the Board at the meeting immediately following approval by the Executive Committee.
7.	Shareholders and Other Key Stakeholders
7.1	Calling any general meeting of the Company's shareholders and approval for resolutions and corresponding documentation to be put forward to shareholders at a general meeting, and approval of all circulars, prospectuses and listing particulars.
8.	Board Membership and Other Appointments
8.1	Changes to the structure, size and composition of the Board and appointments thereto, following recommendation from the Nomination and Governance Committee.
8.2	Ensuring adequate succession planning for the Board and senior management, as assisted by the Nomination and Governance Committee, so as to maintain an appropriate balance of skills and experience within the Company and on the Board.
8.3	Selection and appointment of the Chair of the Board and the Chief Executive, the appointment of the Senior Independent Director, and appointment of all other directors following recommendation from the Nomination and Governance Committee.
8.4	Membership and Chairs of Board Committees and the appointment of the Workforce Engagement Director following recommendation from the Nomination and Governance Committee.
8.5	Continuation in office of Directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM or otherwise as appropriate, as assisted by the Nomination and Governance Committee.
8.6	Continuation in office of any Director at any time, including the suspension or termination of an Executive Director as an employee of the Company, subject to the law and their service contract.
8.7	Appointment or removal of the Company Secretary, following recommendation from the Nomination and Governance Committee.
8.8	Proposals by Executive Directors to accept appointment as directors of companies outside the Group.
8.9	Recommendation to shareholders, following recommendation from the Audit Committee, for the approval of the remuneration, appointment, reappointment, or removal of the external auditor.
9.	Remuneration
9.1	Determining the remuneration of the Non-executive Directors.
9.2	Approving the introduction of new share incentive plans or major changes to existing plans that would confer additional benefits to participants in existing share schemes, if provided for under the Remuneration Policy in force from time to time. Where required, recommend changes to policies to shareholders for approval following recommendation from the Remuneration Committee.

10.	Delegation of Authority
10.1	Clearly establish and agree the division of responsibilities between the Chair, the Chief Executive, Senior Independent Director and other Executive Directors.
10.2	Approval of the Group delegated authority levels.
10.3	Establishing Board Committees, annually reviewing and approving their Terms of Reference, and approving material changes thereto.
10.4	Receiving reports from Board Committees on their activities.
11.	Corporate Governance Matters
11.1	Undertaking a formal and rigorous annual review of the Board's performance, that of its Committees and individual Directors, and the division of responsibilities.
11.2	Determining the independence of Non-executive Directors in light of their character, judgement and relationships, following recommendation from the Nomination and Governance Committee.
11.3	Assessing the adequacy of the Group's corporate governance arrangements.
11.4	Identifying and authorising conflicts of interest of Board members where permitted by the Company's Articles of Association.
13.	Other
13.1	Political donations and the policy regarding charitable donations.
13.2	Approval of the appointment or removal of the Group's principal professional advisers, including its brokers, its principal investment bankers and principal legal adviser.
13.3	Approval of action for material litigation proceedings such as prosecution, commencement, defence or settlement involving more than £15m, or to enter into an alternative dispute resolution mechanism.
13.4	Approval of the overall levels of insurance for the Group including Directors & Officers Liability Insurance and Indemnification of Directors.
13.5	Approval of material changes to the rules, structure, benefits and funding arrangements of the Group's pension schemes.

The matters noted above are in addition to the provisions governing the conduct of the Company's affairs contained in its Articles of Association.

In addition, the Board may request reports and recommendations from time to time on any matter which it considers significant to the Group. In exceptional circumstances, a decision of the Board of Directors on one of the matters noted above may be necessary in the time between Board meetings. In such circumstances the Chief Executive (or in his absence, the Company Secretary) shall contact the Chair of the Board, providing him with information on the issue concerned. The Chair shall determine whether the significance of the matter is such that only his approval is required or whether it is appropriate to contact any or all of the other Non-executive Directors to request their opinions and approval. Any matter approved between Board meetings in the manner specified above shall be tabled for minuting at the next Board meeting.

Approved: 5 December 2024