

DIRECTORS' REMUNERATION REPORT continued

REMUNERATION POLICY

This part of the Directors' Remuneration Report sets out Spectris' Directors' Remuneration Policy (the Policy). This Policy will be put to shareholders in a binding vote at the Company's next AGM, currently intended to be held on 22 May 2025, and will be effective from this date, if approved by shareholders. The Policy will apply for a period of up to three years, unless changes to the 2025 Policy are presented to shareholders for approval earlier. As outlined in the Remuneration Committee Chair's statement, following a detailed review of the Policy, the Committee has concluded that the current structure remains appropriate, supporting the execution of our Strategy for Sustainable Growth and the creation of long-term shareholder value. However, during these three years the Committee will carefully review the Policy and its alignment with the Group's strategy.

There are no changes to this Policy compared to the 2023 Directors' Remuneration Policy.

All remuneration payments and payments for loss of office must be consistent with the terms of the Policy in place at that time. The table below describes each component of the remuneration package applicable to the Executive Directors:

Element	Purpose and link to strategy	Operation	Maximum potential value	Performance metrics	Change from 2023 Policy ¹
Base salary/fees	– Competitive fixed remuneration that enables Spectris to attract and retain key Executives.	– Normally reviewed annually. – Benchmarked triennially against FTSE 50-150 excluding investment trusts. This peer group is considered appropriate given the size and listing of the business. Other peer groups may be considered by the Committee if appropriate.	– Increases will typically not exceed the average increase for the general UK workforce. The Committee retains the discretion to award increases in excess of or below this if, and where, it deems appropriate, e.g. if a role changes substantially or a new incumbent is being moved to a target salary over time.	– Reflects the role and the Director's skills, performance and experience, referenced to a level at or moderately below the comparator group's median.	– No changes.
Annual bonus	– Drives short-term financial performance that flows through to long-term shareholder value. – Incentivises Executives to achieve specific predetermined stretching objectives relating to the Group's strategy.	– Bonus based on annual performance targets. – 50% of any bonus is normally paid in cash, with the remaining 50% deferred into Spectris shares. Any deferred element will vest after three years from the date of grant and is subject to continued employment. – Clawback and Malus provisions enable variable remuneration to be reclaimed under the following exceptional circumstances: – Material misstatement of results or accounts; – Gross misconduct or fraud; – Award calculated in error; – Material failure of risk management; and – A material breach of our Code of Business Ethics.	– Maximum opportunity is based on base salary: – 150% – Chief Executive – 150% – Chief Financial Officer – 150% – other Executive Directors including President, Spectris Scientific. – Bonus starts accruing from threshold levels of performance. – Notional reinvestment of dividends will apply from the date of grant to deferred shares when the shares vest.	– The performance measures to be applied will be assessed annually and may be financial or non-financial and in such proportions as the Committee considers appropriate. However, the weighting of financial measures will not be reduced below 70% of total annual bonus potential for the duration of this Policy. – For the 2025 annual bonus for the Executive Directors, financial performance measures will be Group Adjusted Operating Margin Growth, Group like-for-like Sales Growth and Group Cash Conversion. – A minimum (threshold) level of performance will result in a bonus of 1% of total bonus opportunity. At target, the bonus level for each Executive Director is 50% of total bonus opportunity.	– No changes other than to recognise that other Executive Directors may participate in the annual bonus, with the same maximum opportunity as the Chief Executive and Chief Financial Officer.

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Element	Purpose and link to strategy	Operation	Maximum potential value	Performance metrics	Change from 2023 Policy ¹
Spectris Long Term Incentive Plan (LTIP)	– Drives the delivery of sustained performance and shareholder value over the performance period.	– Awards made annually with performance conditions based over a three-year period. – Two-year holding period applies post-performance period. – Clawback provisions enable the Committee to recoup the value of previously vested awards from an individual within two years of the end of the relevant performance period. Malus provisions also enable the Committee to reclaim any unvested LTIP award if it considers it appropriate. The Clawback and Malus provisions are as follows: – Material misstatement of results or accounts; – Gross misconduct or fraud; – Award calculated in error; – Material failure of risk management; and – A material breach of our Code of Business Ethics.	– Base award has a maximum of 200% of base salary. – Executive Directors will receive up to 1.4x their base award, subject to outperformance against stretch conditions. – The total maximum possible opportunity is therefore 280% of base salary (200% x 1.4). – Notional reinvestment of dividends will apply from the date of grant to the date when the shares are first capable of release, including for any awards subject to a holding period.	– The Committee may set such performance conditions on LTIP awards as it considers appropriate (whether financial or non-financial). – A minimum (threshold) level of performance will result in vesting of 20% of the relevant element of a LTIP award. – The performance measures that will apply to the 2025 LTIP base award will be based on growth in EPS, ROGCE and ESG. – The performance measures that will apply to 2025 LTIP multiplier will be absolute TSR with a relative TSR underpin. – Should the Committee materially change the current measures applied for the LTIP awards made to Executive Directors or the weightings between these measures then they would consult with major shareholders.	– No changes.
Pensions	– Market-competitive defined contribution pension, enabling Spectris to attract and retain key Executives.	– Pensions are benchmarked periodically.	– Existing Executive Directors and new joiners have a maximum 10.5% of base salary Company pension contribution and/or taxable cash allowance in lieu, in line with the terms applicable to the majority of the UK workforce. – This value may change over time if the rate provided to the majority of the wider UK workforce changes.	– None applicable.	– No changes.
Benefits in kind²	– Market-competitive benefits in kind, enabling Spectris to attract and retain key Executives.	– Benefits in kind include company cars or allowances, medical insurance and life and disability insurance and are benchmarked periodically. The Committee may provide other benefits from time to time.	– It is not possible to prescribe the likely change in the cost of insured benefits or the cost of some of the other reported benefits and so a monetary limit of £30,000 p.a. post-tax per Executive Director has been set for the duration of this Policy although, clearly, the Committee will monitor the costs in practice and ensure that the overall costs do not increase by more than the Committee considers to be appropriate in all circumstances. – Where the requirements of the business involve an Executive Director relocating, the Company may make a payment towards related expenses, as it considers appropriate. This may fall outside of the monetary limit of £30,000 p.a.	– None applicable.	– No changes.

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Element	Purpose and link to strategy	Operation	Maximum potential value	Performance metrics	Change from 2023 Policy ¹
All-employee share incentive plan	– The Spectris Share Incentive Plan (SIP) is operated to encourage share ownership by employees, thereby allowing them to share in the long-term success of the Group and align their interests with those of shareholders.	– Individuals may purchase Spectris shares at market price, using gross salary up to a maximum of the level allowed by HMRC. For every five shares purchased by an employee under the SIP, the Company will award one free Matching share. – Matching shares are subject to forfeiture if the employee leaves the SIP within three years. – Dividends earned may be delivered in shares.	– Executive Directors are able to participate in all-employee share plans on the same terms as other Group employees.	– Consistent with normal practice, such awards are not subject to performance conditions.	– No changes.
Shareholding ownership guidelines	– To encourage share ownership by the Executive Directors and ensure that their interests are aligned with those of shareholders.	– Each Executive Director is required to build a retained shareholding in Spectris of at least one times their maximum annual variable pay in value within five years of being appointed to the Board. – Post-tax value of any outstanding LTIP awards post three-year performance period or/and deferred annual bonus awards will count towards the shareholding ownership guidelines.	– Each Executive Director is, subject to personal circumstances, required to build a retained shareholding in Spectris of their maximum annual variable pay (430% of salary) within a five-year period from appointment to the Board. – Executive Directors will not be permitted to sell shares unless the requirement is met. – In addition, a post-cessation holding period will apply for Executive Directors who leave the Company. Each Executive Director will have a requirement to retain the lower of their actual shareholding or two times their final base salary in shares for two-years post-cessation.	– None applicable.	– No changes.

Notes:

1. Where the Company's pay policy for the Executive Directors differs from its pay policies for groups of employees, this reflects the appropriate market rate positions for the relevant roles.
2. While the Committee does not consider it to form part of benefits in the normal usage of that term, it has been advised that corporate hospitality (whether paid for by Spectris or another) and business travel (including any related tax liabilities settled by the Company) for the Directors (and exceptionally their family members) may technically come within the applicable rules and so the Committee expressly reserves the right for the Committee to authorise such activities within its agreed policies.

The Committee reserves the right to make any remuneration payments notwithstanding that they are not in line with the Policy set out above, where the terms of the payment were agreed at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration of the individual becoming a Director of the Company.

In-flight awards made before the adoption of this Policy will continue in line with the approved Policy under which they were granted. Further details of these awards can be found within the 2023 Remuneration Policy approved at the 2022 General Meeting and subsequent Annual Reports and Accounts. In the event of a change in control, deferred share awards will vest in full, and LTIP awards will vest subject to performance conditions and be reduced on a time pro-rated basis, unless the Committee determines otherwise.

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Performance measures

The table below sets out the relevant performance measures for 2025 and the link to strategy. Note that the Policy includes the flexibility for the Committee to select appropriate measures each year.

Annual bonus

The performance conditions used to determine bonus achievement are selected by the Committee with the emphasis on driving performance in sales, margin growth, and cash conversion and aspiring to meet or exceed stretching targets to the benefit of shareholders. The Executive Directors are all incentivised against Group sales growth, operating margin and cash conversion measures.

Performance metric	Definition	Link to strategy/Rationale
Like-for-like (LFL) Sales Growth (30% of bonus opportunity)	– LFL Sales Growth is a measure of how R&D and other investments help to grow the business organically, i.e. excluding the effects of currency translation and acquisitions or divestments.	– The Group is customer-focused and targets attractive end markets where we are best placed to drive growth and profitability.
Adjusted Operating Margin Growth (30% of bonus opportunity)	– Adjusted Operating Margin Growth is defined as adjusted operating profit as a percentage of sales.	– Adjusted Operating Margin Growth ensures a focus on improving the profitability in the business. The business aims to deliver strong operational leverage and drive operating margin expansion.
Cash Conversion (20% of bonus opportunity)	– Cash Conversion is defined as adjusted operating cash flow as a percentage of adjusted operating profit.	– Cash Conversion ensures a focus on generating quality earnings that can be reinvested into the business and distributed to our shareholders through dividends. The business aims to deliver high Cash Conversion of operating profit each financial year.
Strategic and operational objectives (20% of bonus opportunity)	– N/A	– The remaining bonus components aim to reward the achievement of significant and demanding strategic and operational objectives that support sustainable growth.

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Long Term Incentive Plan

The measures proposed are intended to provide an appropriate balance between absolute financial performance, our ESG agenda, and strong relative performance.

Performance metric	Definition	Link to strategy/Rationale
Core measures		
Adjusted Earnings Per Share (EPS) Growth ($\frac{1}{3}$ of base award)	Adjusted EPS is the ratio of adjusted earnings for the year to the number of ordinary shares outstanding during the year, excluding certain items.	Adjusted EPS growth is a key performance measure for investors and indicates how profitable the business is for shareholders. The Group's aim is to achieve year-on-year growth in adjusted EPS as this is a key value driver for shareholders.
ROGCE ($\frac{1}{3}$ of base award)	ROGCE is the ratio of the Group's Adjusted Operating Profit to the average year-end shareholders equity, net debt and accumulated amortisation and impairment of goodwill and acquired intangible assets. This measure will continue to be assessed as an average over the three-year LTIP performance period.	The Group's strategy is to achieve highly cash generative operations and deploy the cash in a structured and considered way. ROGCE is a pure measure of the effectiveness of all capital deployed by the Group.
ESG ($\frac{1}{3}$ of base award)	ESG will be made up of the following measures: – Net Zero: scope 1 and 2 emissions reduction (50% of total ESG weighting); and – Employee engagement (Gallup score assessment covering diversity and inclusion, ethics, culture and values) (50% of total ESG weighting).	– Drives focus on our Net Zero, and employee engagement ambitions which are critical to our sustainability ambitions and supports our Strategy for Sustainable Growth. – Note that whilst ESG reflects $\frac{1}{3}$ of the base award, this is c. $\frac{1}{4}$ of the overall LTIP opportunity once the quantum available when the Total Shareholder Return (TSR) multiplier is factored in.
TSR multiplier		
Absolute TSR (multiplier)	The growth in TSR for Spectris over the performance period.	– Measure strongly aligns participants with growth in shareholder returns over the performance period and aligns payouts directly to the value created for our shareholders over the performance period.
Relative TSR (multiplier)	The TSR of Spectris over the TSR performance period compared to the FTSE 250 (excluding Investment Trusts).	To ensure that any payouts under the multiplier are only generated if outperformance is strong relative to peers. The FTSE 250 (excluding investment trusts) index has been chosen because it is a widely recognised performance benchmark for large companies in the UK.

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Target setting

Long-term and short-term target ranges are set with reference to the internal business plan, external consensus forecasts and market norms where appropriate and are calibrated to generate sustainable value for our shareholders. Annual bonus targets are not disclosed in advance as the Committee considers them to be commercially sensitive, but they will be disclosed retrospectively following the end of the performance period.

LTIP targets

Set out below are our proposed 2025 LTIP performance target ranges. Targets are aligned to our business priorities and are set at a sufficiently stretching level so as to motivate high performance.

The Remuneration Committee considers these targets to be appropriately stretching in the context of the Group's strategic plan, the macro-economic environment and external consensus forecasts. Further detail is set out below:

- The EPS performance range at threshold, target, and maximum will remain as currently calibrated through the Policy cycle. For 2025, the EPS performance range is set at 9%-12%-15% for threshold, target, and maximum respectively. The Committee considers this range to be suitably stretching against the Group's strategic plan and in the context of material business acquisitions, as set out in the Chair's letter on pages 104 to 105. The Committee will reconsider the appropriate range for future awards at the time of grant.
- Going forward, the Group will continue to focus primarily on organic sales growth and margin expansion, it is the intention to return to a mid-teens ROGCE % over time, which is well in excess of the Group's cost of capital. The Group has made good progress on growing ROGCE and the level of stretch in the targets ensures that pay-outs remain strongly aligned with sustainable value delivered to shareholders. The level of stretch is deemed appropriate in the context of the Group's strategic plan and historic ROGCE performance. Maximum payout would only be delivered for achieving a level of average ROGCE, measured on a constant currency basis, well beyond that achieved in recent years.

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- The Net Zero scope 1 and 2 targets are aligned to the Group's Net Zero Roadmap to 2030. Progress towards Net Zero will be measured in equal annual portions over the performance period to support the delivery of the ambition to be Net Zero across scope 1 and 2 by 2030. Reaching Net Zero is a strategic advantage for the Group, supporting the continued prioritisation in the supply chains of our customers as we align with their Net Zero goals. The reduction in market-based emissions will be measured against the Group's continuing portfolio with performance assessed at the end of each three-year performance period. Market-based emissions will be calculated in accordance with GHG Protocol Corporate Accounting and Reporting and be assured by the Group's external auditor against the International Standard for Assurance Engagements 3000 and Assurance Engagements on Greenhouse Gas Statements issued by the International Auditing and Assurance Standards Board.
- Employee engagement is measured by Gallup, a well-respected and independent survey with a robust benchmarking methodology. Responses are scored on a scale of one to five and the employee engagement score averages all the questions in the survey into one score. The Gallup survey measures employees' perspectives on the crucial elements of a workplace culture such as purpose and personal development. The stretching target range below reflects our desire to significantly grow the Group's engagement score over the performance period from the 2021 baseline calculated by Gallup which, if achieved, would lead to a material shift in the overall engagement outcome. As a business that prioritises delivery of diversity and inclusion, ethics, culture, and values commitments, we genuinely believe the engagement score is the best way to measure progress and the key to unlocking workforce engagement and productivity. This in turn supports the ability to retain and attract the talent the Group needs to execute the strategy successfully and drive value for all of our stakeholders.
- The Committee is satisfied that the calibration of the TSR multiplier (which is unchanged from the 2020 Policy approved at the 2019 General Meeting) ensures that the maximum LTIP opportunity can only be achieved if very stretching performance is achieved, and shareholders see a material increase in TSR over the performance period.

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LTIP 2025 performance measure	Adjusted EPS (assessed at the end of 2027)	ROGCE (average over the three-year performance period)	ESG ² (assessed at the end of 2027)	TSR (assessed at the end of the three-year vesting period)
Weighting	1/3 of base award	1/3 of base award	1/3 of base award (both measures equally weighted)	Multiplier (applies to the outcome from the base award with a maximum multiplier of 1.4x)
Payout curve		Threshold: 20% of base award Target: 60% of base award Max: 100% of base award		Threshold: 1x base award Target: 1.2x of base award Max: 1.4x base award
Threshold¹	9% p.a.	12.6%	Net Zero scope 1 & 2: 27.5% reduction of GHG emissions over the performance period from a 2024 baseline Employee Engagement: 4.00 (0.28 increase from baseline)	Absolute TSR: 8% p.a. Relative TSR: At least median relative TSR for any award under the absolute TSR performance condition to pay out between threshold and target performance.
Target¹	12% p.a.	13.1%	Net Zero scope 1 & 2: 31.5% reduction of GHG emissions over the performance period from a 2024 baseline Employee Engagement: 4.05 (0.33 increase from baseline)	Absolute TSR: 10% p.a. Relative TSR: At least upper quartile relative TSR for payout at target or above under the absolute TSR performance condition.
Maximum¹	15% p.a.	13.6%	Net Zero scope 1 & 2: 35.5% reduction of GHG emissions over the performance period from a 2024 baseline Employee Engagement: 4.08 (0.36 increase from baseline)	Absolute TSR: 15% p.a. Relative TSR: At least Upper Quartile

1. Straight-line vesting occurs between threshold and target, and target and maximum.

2. Employee Engagement Score targets are calibrated based on improvement from a baseline determined by Gallup for 2021 of 3.72 (out of 5). In respect of the emissions reduction target, to ensure accuracy, the targets will be updated to reflect the actual emissions outcome for 2024 once known. Currently the targets are calibrated using an estimated outcome for 2024. Because the targets are based on an equal annual reduction of emissions over the period to 2030, this may result in a small change in the precise % reduction targets, but the stretch in the targets will remain consistent with what is shown in the above table. The final targets will be included in the Remuneration Report.

Approach to adjusting performance measures in the event of acquisitions, disposals and a return of capital to shareholders

Targets for each cycle will normally be set excluding any acquisition or disposal activity (unless known when they are set). Any such activity during the measurement period will be considered by the Committee and, if material, targets will be adjusted for at the end of the performance period. This ensures that measurement focuses on the underlying business contribution during the performance period, whilst allowing for the execution of strategic actions as agreed by the Board. Such adjustments are intended to neither benefit nor penalise participants and concentrate the assessment of the incentive on the underlying performance of the business during the period to ensure alignment with shareholder interests. Targets set for the next cycle will build in the impact of any transactions that have been made.

In respect of share buybacks or special dividends, there may be circumstances where a cash return to shareholders is appropriate and in the best interests of shareholders, if at that point in time there are no desirable business investments to be made. If a capital return is made to shareholders, the Committee's normal course of action would be not to adjust performance measures for this on the principle that the value delivered to shareholders should be reflected in the incentive outcomes, in particular for the long-term metrics of adjusted EPS growth and ROGCE.

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Discretion

Discretion is reserved for incentive plans that are operative. The Committee will operate the annual bonus and LTIP according to their respective rules and the above Policy table.

- The Committee reserves certain discretions, consistent with market practice, in relation to the operation and administration of these plans including:
- the determination of performance measures and targets and resultant vesting and payout levels;
 - the ability to adjust performance measures and targets to reflect material events and/or to ensure that the performance measures and targets operate as originally intended;
 - to vary the terms of performance conditions under the incentives after the start of the performance period have been made to take account of technical changes, for example changes in accounting standards or the takeover of a company in a TSR comparator group, or if an event occurs that causes the Committee to consider that the performance condition can no longer achieve its original purpose. However, the amended performance condition will have to be, in the Committee’s view, no less challenging in the circumstances as a result of the change;
 - to vary performance measures under the incentives in events such as corporate acquisition or other major transitions;
 - the ability to override formulaic outcomes should this be appropriate, determination of the treatment of individuals who leave employment (as described in the Termination arrangements section on page 118), based on the rules of the incentive plans, and the application of the incentive plans under exceptional events, such as a change of control of the Company; and
 - the ability to make adjustments to existing awards made under the incentive plans in certain circumstances (e.g. rights issues, corporate restructurings or special dividends).

Any adjustment made using this discretion will be explained in the following Annual Report.

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UK Corporate Governance Code 2024

If approved, the Policy will apply from the close of the Group's Annual General Meeting on 22 May 2025. As such, the Committee has considered the Principles of the UK Corporate Governance Code 2024 in the continuation of this Policy. In particular, the Committee is comfortable that the Policy is designed to support the Group's Strategy for Sustainable Growth and promotes the Group's long-term sustainable success. The executive remuneration structures set out in the Policy are aligned to the Group's Purpose and Values and clearly linked to the delivery of the Group's strategy.

The Committee has previously taken feedback from shareholders on matters relating to remuneration and governance as part of the original development of the 2023 Policy, on which this Policy is based, as well as taking into consideration any conflicts of interest.

Malus and clawback

Variable remuneration is subject to malus and clawback provisions as set out in the Policy table. In relation to the bonus, clawback provisions enable the Committee to recoup the bonus for a period of two years following the determination of the bonus and malus provisions enable the Committee to reclaim any time before the vesting of deferred shares. In relation to the LTIP, Clawback provisions enable the Committee to recoup the value of previously vested awards within two years of the end of the relevant performance period and malus provisions also enable the Committee to reclaim any unvested LTIP award before the vesting date. The malus and clawback periods are designed to align with respective deferral, vesting and holding periods. These are considered appropriate timeframes to review whether any trigger events have occurred.

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Non-executive Directors

Element	Relevant to the Company's short- and long-term strategic objectives	Operation	Maximum potential value	Performance metrics	Changes from 2023 Policy
Fees	Competitive fees that enable Spectris to attract able and experienced Directors.	Normally reviewed biennially and determined by reference to market practice (although the Board may review at other times). Base fee is supplemented by fees for Chair of the Audit and Risk and Remuneration Committees, the Workforce Engagement Director and for the Senior Independent Director. Travel allowances are paid, where applicable. The Board reserves the right to vary the basis for setting fees (such as introducing Committee membership fees) should it consider that to be appropriate. There is no participation in bonus, share plan or pension arrangements. The Company reserves the ability to provide the Company Chair with certain benefits in kind and/or a contribution towards the provision of office facilities where appropriate, although the current Chair does not presently receive such benefits.	The aggregate fees of the Non-executive Directors will not exceed the limit provided within the Company's Articles of Association (currently £650,000 per annum). Additional fees may be payable to any Director who does not hold executive office for any additional role that they take on the Board (including Chair, Senior Independent Director, Committee Chair or Workforce Engagement Director) or for serving on any Committee of the Board.	Not applicable to this element.	No change.
Benefits	It is not the policy of the Company to provide benefits to the Chair or the Non-executive Directors. However, while the Committee does not consider it to form part of benefits in the normal usage of that term, it has been advised that corporate hospitality (whether paid for by Spectris or another) and business travel (including any related tax liabilities settled by the Company) for the Directors (and, exceptionally, their family members) may technically come within the applicable rules and so the Committee expressly reserves the right for the Committee to authorise such activities within its agreed policy.				No change.

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The Company's recruitment remuneration policy aims to give the Committee sufficient flexibility to secure the appointment and promotion of high-calibre executives to strengthen the management team and secure the skill sets to deliver the Company's strategic aims. In terms of the principles for setting a package for a new Executive Director, the starting point for the Committee will be to look to the general policy for Executive Directors as set out above and structure a package in accordance with that policy.

Element	Current recruitment policy	Changes from 2023 Policy
Base salary, benefits and pension	– Salary and benefits will be set in line with the Remuneration Policy for existing Directors. – Pension levels will be set in line with the Remuneration Policy and wider workforce (currently 10.5% of salary). – Consistent with the regulations, the caps contained within the general policy for fixed pay technically do not apply to a recruit, although the Committee would not envisage exceeding such cap in practice.	No change.
Annual bonus	– The annual bonus will operate (including the maximum award levels) as detailed in the Remuneration Policy for existing Directors and for any newly-appointed Executive Director. – For an internal appointment, any variable pay element awarded in respect of the prior role may either continue on its original terms or be adjusted to reflect the new appointment as appropriate.	No change.
Long Term incentive Plan (LTIP)	– The LTIP will operate (including the maximum award levels) as detailed in the Remuneration Policy for existing Directors and for any newly-appointed Executive Director. – For an internal appointment, any variable pay element awarded in respect of the prior role may either continue on its original terms or be adjusted to reflect the new appointment as appropriate.	No change.
Buy out of incentive forfeited on cessation of employment	– All buyout awards for external appointments made to compensate for awards forfeited on leaving the previous employer will be designed to replace the commercial value of the amount forfeited and will take account of the nature, time horizons and performance requirements of those awards. – In particular, the Committee's starting point will be to ensure that any awards being forfeited which remain subject to outstanding performance requirements (other than where substantially complete) and/or service requirements are bought out with Spectris awards subject to similar terms, unless an alternative approach is considered appropriate. – Buyouts may be made under the annual bonus or LTIP on varied terms (in reliance on Listing Rule 9.3.2). Buyouts will only include guaranteed amounts where the Committee considers that it is necessary to secure the recruitment and to replace forfeited pay. For the avoidance of doubt, buyout awards to compensate for awards forfeited are not subject to a formal cap.	No change.
Relocation policy	– For external and internal appointments of Executive Directors, the Committee may agree that the Company will meet certain relocation expenses as it considers appropriate. Relocation support will not exceed two-years from appointment.	No change.

Recruitment remuneration for Non-executive Directors

A new Chair or Non-executive Director would be recruited on terms consistent with the main Policy.

Termination arrangements

It is the practice of the Committee to consider the treatment on termination having regard to the relevant facts and circumstances. The contracts permit the Committee to make salary, benefits and pension payments on a monthly basis with payments reducing or ceasing if the individual finds another position during the notice period, and termination arrangements will normally follow this approach. However, the Committee reserves the power to negotiate a single lump sum payment on termination if it considers that to be in the interests of the Company and will have full regard to the duty to mitigate if it does so.

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Remuneration element	Good leaver	Bad leaver	Proposed termination arrangements
Annual bonus	Under certain circumstances, for example good leaver provisions covering retirement and ill health, bonus entitlements may be payable, calculated to the date of termination only. Bonuses will be paid in line with normal policies.	Bonus for the year in which the individual left the business would be forfeited.	No change.
Deferred annual bonus	Under certain circumstances, for example good leaver provisions covering retirement and ill health, the deferred annual bonus awards will normally continue to vest at the vesting date. Alternatively, the Committee may determine that awards will vest on cessation of employment. On a change of control, deferred bonus awards will vest in full in accordance with the rules of the plan.	Unvested deferred bonus awards would lapse on termination.	No change.
Long Term Incentive Plan (LTIP)	Under certain circumstances, for example good leaver provisions covering retirement and ill health, awards made under the LTIP will remain exercisable subject to time prorating and the application of the performance conditions at the performance vesting date. Awards will continue to vest at the vesting date. The Committee also retains a standard ability to vary or disapply time pro-rating for LTIP awards for good leavers where it considers it fair and reasonable to do so or to allow good leavers' LTIP awards to vest at the date of termination (subject to time pro-rating and the application of performance conditions) in exceptional cases. Likewise, on a change of control, LTIP awards may vest in accordance with the rules of the plan (performance conditions and time pro-rating apply, subject to a standard ability for the Committee to vary or disapply time pro-rating). After the performance vesting date, any outstanding LTIP awards which are subject to a holding period will not normally be forfeited on a termination and the holding period will continue to apply to such awards (although the Committee may release awards early from the holding period in appropriate cases).	Prior to the performance vesting date, all share awards would lapse following termination. Post the performance vesting date, LTIP awards will normally only be forfeited if the reason for termination is misconduct.	No change.
Post-cessation holding period	Upon departure, Executive Directors will be required to retain the lower of actual shares held on departure or 200% of final base salary in Spectris shares for two years post-cessation.		No change.
Legal fees	Consistent with market practice, in the event of termination of an Executive Director, the Company may pay a contribution towards the individual's legal fees and fees for outplacement services as part of a negotiated settlement. Any such fees would be disclosed as part of the detail of the termination arrangements. Should it become necessary to make additional payments in respect of such professional fees that were not ascertained at the time of reporting, the Company may do so up to a level of £10,000. For the avoidance of doubt, the Policy does not include an explicit cap on the cost of termination payments. The Committee may also, after taking appropriate legal advice, sanction the payment of additional sums in settlement of potential legal claims.		No change.

Termination arrangements – Non-executive Directors

All Non-executive Directors' conditions of appointment provide for a six-month period of notice and are renewable at each AGM, subject to review prior to proposal for re-election. Ordinarily, appointments do not continue beyond nine years after the first election, at which time Non-executive Directors cease to be presumed independent under the UK Corporate Governance Code.

Service contracts

The Executive Directors have rolling contracts subject to 12 months' notice of termination by either party, or to summary notice in the event by the Director of a serious breach of obligations, dishonesty, serious misconduct or other conduct bringing the Company into disrepute.

The contracts of employment in respect of Andrew Heath, Angela Noon and Derek Harding provide for payment in lieu of notice on termination equivalent to base salary, pension and benefits but exclude any compensation for loss of bonus and is in full and final settlement of all employment-related claims. Such payment may be paid in monthly instalments for the duration of the notice period or as a lump sum and is subject to mitigation if alternative employment is found during the notice period.

DIRECTORS' REMUNERATION REPORT continued

REMUNERATION POLICY continued

The Committee is committed to continuous review of its policies in the best interests of shareholders. The following table sets out a summary of the Executive and Non-executive Directors' service contracts or terms of appointment:

	Date of contract	Expiry date	Notice period	Length of service at 22 May 2025
Executive Directors				
Andrew Heath	3 Sep 2018	Rolling contract with no fixed expiry date	12 months	6 years 8 months
Angela Noon	1 Sep 2024	Rolling contract with no fixed expiry date	12 months	8 months
Derek Harding	1 Mar 2019	Rolling contract with no fixed expiry date	12 months	6 years 2 months
Non-executive Directors				
Mark Williamson	26 May 2017	Renewable at each AGM	6 months	8 years
Nick Anderson	1 Jun 2024	Renewable at each AGM	6 months	1 year
Ravi Gopinath	1 Jun 2021	Renewable at each AGM	6 months	4 years
Mandy Gradden	16 Oct 2023	Renewable at each AGM	6 months	1 year 7 months
Alison Henwood	1 Sep 2021	Renewable at each AGM	6 months	3 years 8 months
Cathy Turner	1 Sep 2019	Renewable at each AGM	6 months	5 years 8 months
Kjersti Wiklund	19 Jan 2017	Renewable at each AGM	6 months	8 years 4 months

Range of remuneration expectations

The following graphs show the remuneration each of the Executive Directors is expected to receive if their performance fails to meet threshold (basic), attains target, or achieves maximum under the proposals for variable remuneration approved at the 2025 Annual General Meeting. Additionally, the maximum performance graph shows the remuneration each Executive Director is expected to receive should the share price increase by 50% for the LTIP element over the life of the Policy:

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Chief Executive's Remuneration

(£'000s)

Basic	100%			£896k
Target	37%	24%	39%	£2,448k
Maximum	21%	28%	51%	£4,317k
Maximum with share price growth	16%	22%	62%	£5,432k

Chief Financial Officer's Remuneration

(£'000s)

Basic	100%			£598k
Target	37%	24%	39%	£1,623k
Maximum	21%	28%	51%	£2,857k
Maximum with share price growth	17%	22%	61%	£3,594k

President, Spectris Scientific's Remuneration

(£'000s)

Basic	100%			£639k
Target	37%	24%	39%	£1,736k
Maximum	21%	28%	51%	£3,059k
Maximum with share price growth	17%	22%	61%	£3,847k

1. Fixed pay includes: base salary, car allowance, pension salary supplement, and benefits in kind.
2. Annual bonuses are based on a percentage of base salary: at target level this is 50% of maximum potential bonus; at maximum level this is 150% of base salary for all Executive Directors.
3. LTIP is based on a percentage of base salary: at target level this is 120% of base salary (60% of base award); at maximum level this is 280%. Each bar shows the percentage of the total comprised by each of the parts.

DIRECTORS' REMUNERATION REPORT continued
REMUNERATION POLICY continued

Consideration of conditions elsewhere in the Group

The Committee is sensitive to the need to set all Directors' remuneration in the context of pay and employment conditions in the Group as a whole and is satisfied that the approach taken by the Company is fair and reasonable in light of current market practice and the best interests of shareholders. The levels of remuneration and annual increase awarded to the Presidents of each of the Group's operating businesses are taken into consideration, notwithstanding that these reflect such businesses' particular trading position and the geographical and technical employment markets in which they operate.

Remuneration for the Executive Committee is structured the same as for the Executive Directors with the exception of bonus deferral which does not apply to members of the Executive Committee. The Executive Committee pay levels are set at competitive levels to reflect the size, complexity and geographic locations of these businesses. Additionally, the Executive Committee participate in share awards under the LTIP, albeit at lower levels than the Executive Directors, and in profit-related bonus arrangements linked to base salary and payable according to their business's achievement of annual adjusted operating margin growth, like-for-like sales growth and cash conversion targets. On-target plan performance delivers 50% of the maximum potential bonus opportunity, with the upper limit being 125% of base salary.

Below this level, a range of different incentive arrangements apply as appropriate to the business, geography and level. The Company did not consult with employees in drawing up this report and no remuneration comparison measures were used.

Consideration of shareholders' views

The 2023 Director's Remuneration Policy received a strong level of support at the 2022 General Meeting and is expected to be maintained given the 2025 Policy being brought to shareholder vote at the 2025 Annual General Meeting is a roll-forward of the existing 2023 Policy. The Company's top 20 shareholders will be engaged regarding the extension of the Policy in the run up to the 2025 Annual General Meeting.

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