

Company Registration No.: 1005071

**PANALYTICAL LIMITED
(THE "COMPANY")**

**Written resolution of the Company pursuant to
section 281 and Chapter 2 of Part 13 Companies Act 2006 (the "Act")**

Circulation Date: 18 December 2019

In accordance with the Act, the directors of the Company (the "Directors") propose that the written resolution below be passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

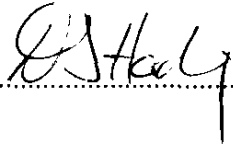
THAT the Ordinary issued share capital of the Company be reduced from £100,000 to £1 by cancelling and extinguishing 99,999 of the issued Ordinary £1.00 shares each in the Company and the amount by which the share capital account is so reduced be credited to a reserve.

Agreement to Resolution

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being entitled on the date set out above to vote on the Resolution, irrevocably agree to the Resolution.

Signed by DEREK HARDING
(print name of signatory)

Signature 

for and on behalf of

Spectris plc

Date: 18 December 2019

SATURDAY



A22 *A8KT49G2* #139
21/12/2019
COMPANIES HOUSE

NOTES

Procedures for signifying agreement

If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to the Resolutions

Unless, by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during that date. Your agreement will be ineffective if received after that date.