

PRIVATE COMPANY LIMITED BY SHARES

Spectris UK Holdings Limited

(company number: 04451903)

(the "Company")

**STATEMENT OF COMPLIANCE BY THE DIRECTORS OF THE COMPANY
UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (the "Act")**

We the undersigned, being all the directors of the Company as at the date of this statement, make the following statement under section 644(5) of the Act:

As set out in the written resolutions circulated to the sole member of the Company on 27 October 2020, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Act. The directors of the Company signed a solvency statement in the form prescribed by the Companies (Reduction of Share Capital) Order 2008 and section 643 of the Act (the "**Solvency Statement**") on 27 October 2020 and the special resolutions approving the reduction of capital (the "**Resolutions**") were passed on 27 October 2020.

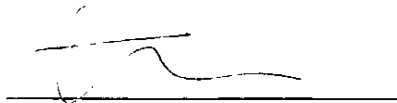
We confirm that the Solvency Statement was:

- 1 made not more than 15 days before the date on which the Resolutions were passed; and
- 2 provided to the sole member of the Company in accordance with section 642(2) of the Act.

[Signature page follows]



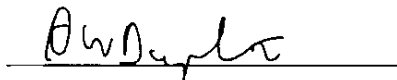
Confirmation statement



Name: Eliza Mary Unwin

Title: Director


Date: 27 October 2020



Name: Anthony William Dumbleton

Title: Director

Date: 27/10/20



Name: Ian Andrew Johnson

Title: Director

Date: 27/10/20