

SPECTRIS PLC

THE ROLE OF THE CHIEF EXECUTIVE

The Chief Executive is accountable and reports to the Board and is responsible for running the Group's business. The Chief Executive is a Director of the Company and as such, has the same statutory and regulatory responsibilities as all the other Directors.

A. The Chief Executive is responsible for the following, within the authority limits delegated to them by the Board:

1. Business strategy and management

- 1.1 Developing Group objectives and strategy having regard to the Group's responsibilities to its shareholders, customers, employees and other stakeholders.
- 1.2 The successful achievement of objectives and execution of strategy following presentation to, and approval by, the Board.
- 1.3 Recommending to the Board an annual budget and longer-term strategic and financial plans and ensuring their achievement following Board approval.
- 1.4 Optimising as far as is reasonably possible the use and adequacy of the Group's resources.

2. Investment and financing

- 2.1 Examining all proposed major investments and major capital expenditure proposed by subsidiary companies and the recommendation to the Group Board of those which, in a Group context, are material either by nature or cost.
- 2.2 Identifying and executing acquisitions and disposals, approving major proposals or bids.
- 2.3 Leading geographic diversification initiatives.
- 2.4 Identifying and executing new business opportunities outside the current core activities.

3. Risk management and controls

- 3.1 Managing the Group's risk profile, including the health and safety performance of the business, in line with the extent and categories of risk identified as acceptable by the Board.
- 3.2 Ensuring appropriate internal controls and ethics and compliance programmes are in place and effective.

4. Board committees

- 4.1 Making recommendations to the Remuneration Committee on remuneration policy, Executive remuneration and terms of employment of the senior executive team, and on any other matters as appropriate.
- 4.2 Making recommendations to the Nomination Committee on the role and capabilities required in respect of the appointment of Executive Directors, the senior executive team and on any other matters as appropriate.

5. Communication

- 5.1 Providing a means for timely, clear and accurate disclosure of information to the Board, including an escalation route for issues.
- 5.2 Ensuring effective communication with shareholders.
- 5.3 Informing the Board of the views of senior management on business issues in order to promote a balanced discussion.

6. Other

- 6.1 Approving Group HR policies, including management development and succession planning for the senior executive team and approving the appointment and termination of employment of members of that team.
- 6.2 With regard to the workforce, setting an example, communicating expectations in respect of culture and behaviours and ensuring that policies and practices drive behaviour.

B. The duties which derive from these responsibilities include:

- Providing coherent leadership and management of the Company as a member of the Board.
- Developing objectives, strategy and performance standards to be agreed by the Board.
- Providing input to the Board's agenda.
- Ensuring effective implementation of Board decisions.
- Providing effective leadership of the Executive Committee to achieve the agreed strategies and objectives.
- Securing an Executive Committee of the right calibre, with specific responsibility for its composition, and ensuring that its succession plan is reviewed annually with the Chairman and the Non-Executive Directors.
- Monitoring, reviewing and managing key risks and strategies with the Board.
- Ensuring that the assets of the Group are adequately safeguarded and maintained.
- Building and maintaining the Company's communications and standing with shareholders, financial institutions and the public and effectively communicating the Group's investment proposition to all stakeholders.
- Ensuring the Board is aware of the view of employees on issues of relevance to the Group.

Approved by the Board: December 2021