

SPECTRIS PENSION TRUSTEES LIMITED

**REGISTRATION NO 698174
REGISTERED IN ENGLAND**

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2006**

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SPECTRIS PENSION TRUSTEES LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the financial statements for the year ended 31 December 2006

ACTIVITIES

The Company acts as Sole Trustee for the pension funds of Spectris plc

DIRECTORS DURING THE YEAR

C Brookson	(appointed 25 04 2006)
D P Eames	
S Firth	(appointed 25.04 2006)
J W Poulter	
E M Rhodes	(resigned 22 03 2006)
R J Stephens	
D J Watson	

DIRECTORS' INTERESTS

Except as shown below, no directors, who were not also directors of the holding company, had any interest in the shares of any group company. The following are in respect of ordinary shares of 5p each in Spectris plc, the ultimate parent company

	Spectris plc	
	01 January, 2006 (or date of appointment) 5p ordinary shares	31 December, 2006 (or date of resignation) 5p ordinary shares
C Brookson	-	-
D P Eames	50,884	54,506
E M Rhodes	-	-
R J Stephens	30,063	33,906
D J Watson	8,923	6,224

The interests of directors who were also directors of the holding company are shown in the accounts of the holding company

SPECTRIS PENSION TRUSTEES LIMITED

REPORT OF THE DIRECTORS

The following options, each of which carries an entitlement to subscribe for one ordinary 5p share in Spectris plc, were outstanding at 31 December 2006

	During the year					Exercise Price	Market Price at Date of Exercise	Date from which Exercisable	Expiry Date
	At 01 01 06 (or appointment)	Granted	Options Exercised	Lapsed	At 31 12 06 (or resignation)				
Directors									
D.P. Eames	2,051	-	2,051	-	-	538 5256p	672 7584p	Mar-00	Mar-07
	3,077	-	3,077	-	-	550 7095p	672 7584p	Mar-01	Mar-08
	5,000	-	5,000	-	-	525p	672 7584p	Oct-03	Oct-10
	5,000	-	5,000	-	-	357 5p	672 7584p	Oct-04	Oct-11
	5,000	-	5,000	-	-	468 5p	702 5p	Sep-06	Sep-13
	5,000	-	-	-	5,000	406 25p		Oct-07	Oct-14
	5,000	-	-	-	5,000	589p		Sep-08	Sep-15
SAYE	1,969	-	1,969	-	-	468 5	681 5p	Dec-06	Jun-07
		1,529			1,529	618p		Dec-09	Jun-10
	32,097	1,529	22,097	-	11,529				
R.J. Stephens	10,259	-	10,259	-	-	618 9389p	712 1261p	Oct-00	Oct-07
	4,924	-	4,924	-	-	550 7095p	712 1261p	Mar-01	Mar-08
	19,485	-	-	-	19,485	513 1832p	-	Mar-03	Mar-10
	12,220	-	12,220	-	-	498 5p	668 2487p	Mar-04	Mar-11
	40,000	-	40,000	-	-	279p	668 2487p	Mar-06	Mar-13
	28,000	-	-	-	28,000	468 5p	-	Sep-06	Sep-13
	26,000	-	-	-	26,000	462p	-	Mar-07	Mar-14
	25,000	-	-	-	25,000	406 25p	-	Oct-07	Oct-14
	60,000	-	-	-	60,000	589p	-	Sep-08	Sep-15
SAYE	1,969	-	1,969	-	-	468 5p	681 5p	Dec-06	Jun-07
	-	1,529	-	-	1,529	618p		Dec-09	Jun-10
	227,857	1,529	69,372	-	160,014				
D.J. Watson	1,000	-	1,000	-	-	525p	658p	Oct-03	Oct-10
SAYE	1,181	-	1,181	-	-	468 5p	681 5p	Dec-06	Jun-07
	928	-	-	-	928	408p		Dec-07	Jun-08
	3,109	-	2,181	-	928				
E. Rhodes	750	-	750	-	-	357 5p	661 244p	Oct-04	Oct-11
	750	-	750	-	-				

Shares other than those marked SAYE relate to executive share option grants. Entitlement to exercise such grants is conditional upon a performance criterion requiring compound growth in normalised earnings per share ("EPS") over the three financial years after grant of at least 2% per annum (3% for grants on or after March 2000) in excess of the increase in the retail prices index.

The following Performance Share Plan share awards, each of which carries an entitlement to subscribe for one ordinary 5p share in Spectris plc, were outstanding at 31 December 2006

	During the year					Market Value of each Share at Award Date	Market Price at Date of Exercise	Date from which Exercisable	Expiry Date
	At 01 01 06 (or appointment)	Granted	Exercised	Lapsed	At 31 12 06 (or resignation)				
Directors									
D.P. Eames	-	5,000	-	-	5,000	622 5p	-	May-09	May-10
	-	5,000	-	-	5,000				
R.J. Stephens	-	16,000	-	-	16,000	622 5p	-	May-09	May-10
	-	16,000	-	-	16,000		-		

The awards were made as a conditional right to acquire shares (structured as nominal cost options), and the number of shares awarded were based on the mid-market closing price of the company's shares on the business day prior to the date of grant. For Mr Stephens, the value of the award was equivalent to 67% of his base salary at the date of grant. Following satisfaction, in whole or in part, of the performance criteria attaching to the awards, the directors may call for the release to them of the shares subject to the award during the above shown exercise period.

At 31 December 2006 the middle market closing share price on the London Stock Exchange was 783 5p. The highest share price in the year was 795.25p and the lowest was 540 25p. At 31 December 2006 each of the directors were deemed to have a non-beneficial interest in 67,491 (2005 1,133,395) ordinary shares held by the Trustee of the Spectris plc Employee Benefit Trust of which the directors are among the class of discretionary beneficiaries.

The interests of the directors who were also directors of the ultimate holding company, Spectris plc, are shown in the financial statements of that company.

ANNUAL GENERAL MEETING

In accordance with Section 366A of the Companies Act 1985, the Company has elected to dispense with the holding of Annual General Meetings.

BY ORDER OF THE BOARD

R Martin

R Martin
Secretary
25 April 2007

SPECTRIS PENSION TRUSTEES LIMITED

BALANCE SHEET AT 31 DECEMBER 2006

	<u>Notes</u>	<u>2006</u> £	<u>2005</u> £
CURRENT ASSETS			
Amount due from group company		100	100
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Called up share capital	2	100	100
		-	-
		<u>100</u>	<u>100</u>

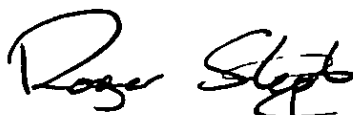
For the year ended 31 December 2006 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985

The directors acknowledge their responsibility for:

- i) ensuring the company keeps accounting records that comply with section 221, and
- ii) preparing accounts that give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

The financial statements on pages 2 to 6 were approved by the Board of Directors on 25 April 2007 and were signed on its behalf by



R J Stephens
Director

SPECTRIS PENSION TRUSTEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2006

1 ACCOUNTING POLICIES

The accounts are prepared in accordance with the historical cost convention and in accordance with applicable accounting standards in the United Kingdom

2 CALLED UP SHARE CAPITAL

	<u>2006</u>	<u>2005</u>
	£	£
Authorised		
100 shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called-up and fully paid	<u>100</u>	<u>100</u>

3 ULTIMATE HOLDING COMPANY

The Company's ultimate holding company is Spectris plc, which is incorporated in Great Britain and registered in England. Copies of the financial statements of Spectris plc can be obtained from the Registrar of Companies at Companies House