

Company Registration No 1522736

**BURNFIELD 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 29 September 2014

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 share premium account of the Company be reduced by £200,000,000 from £217,264,637 to £17,264,637 and the amount by which the share premium 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 **AW DUMPLETON**
(print name of signatory)

Signature 

for and on behalf of

Spectris US Holdings Limited

Date 29 September 2014



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.