



**SPIRENT COMMUNICATIONS PLC**  
(INCORPORATED AND REGISTERED IN ENGLAND AND WALES UNDER NUMBER 470893)

**NOTICE OF ANNUAL GENERAL MEETING**  
**4 MAY 2016**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This document is important and requires your immediate attention. If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares in Spirent Communications plc (the "Company"), please pass this document together with the accompanying documents at once to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of the Annual General Meeting of the Company to be held at 1.00pm on Wednesday 4 May 2016 at the offices of UBS at 1 Finsbury Avenue, London EC2M 2PP is set out on pages 5 and 6 of this document.

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23 March 2016

**DEAR SHAREHOLDER**

I have pleasure in sending you the Notice of this year's Annual General Meeting ("2016 AGM") which we are holding at 1.00pm on Wednesday 4 May 2016 at the offices of UBS at 1 Finsbury Avenue, London EC2M 2PP.

If you would like to vote on the resolutions but cannot come to the 2016 AGM, please fill in the Form of Proxy sent to you with this Notice and, in accordance with the instructions printed on the form, return it to our registrars as soon as possible. Alternatively, you may appoint a proxy electronically. Our registrars must receive your votes by 1.00pm on 2 May 2016. Further details relating to voting by proxy are set out in the accompanying notes to the Notice on pages 7 and 8 of this document.

Notice is hereby given that the Spirent Communications plc Annual Report for 2015 has been published on the Company's website, <http://corporate.spirent.com/>.

If you have elected to receive shareholder correspondence in hard copy, then a copy of the Annual Report will accompany this Notice. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report, you can do so by contacting our registrars, Equiniti, on 0371 384 2126. In line with our policy of promoting the use of electronic communications, the Company's Half-year Results are now only made available on the Company's website at <http://corporate.spirent.com/>.

At the 2016 AGM the Company's Chief Executive Officer, Eric Hutchinson, will make a short presentation and shareholders will have the opportunity to ask questions of their Board. There are also a number of formal matters to be dealt with and further details about these matters are set out below. The formal Notice of AGM is set out on pages 5 and 6 of this document.

**EXPLANATORY NOTES ON THE PROPOSED RESOLUTIONS**

**Resolution 1** – Annual Report

The directors will present the Annual Report for 2015.

**Resolutions 2 and 3** – Report on directors' remuneration

The Report on directors' remuneration is set out in full in the Annual Report 2015 on pages 55 to 72. It contains:

- a statement by Tom Maxwell, Chairman of the Company's Remuneration Committee;
- the Annual report on remuneration, which sets out payments made to the directors in respect of the financial year ended 31 December 2015; and
- the directors' Remuneration Policy in relation to future payments to the directors and former directors.

The statement by the Chairman of the Company's Remuneration Committee and the Annual report on remuneration will be put to an advisory shareholder vote by ordinary resolution. The Remuneration Policy, which is being revised this year to reflect the introduction of the Company's new long-term incentive plan, sets out the Company's forward-looking policy on directors' remuneration (including the approach to exit payments to directors) and is subject to a binding shareholder vote by ordinary resolution.

Resolution 2 is the ordinary resolution to approve the Report on directors' remuneration, other than the section containing the directors' Remuneration Policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.

Resolution 3 is the ordinary resolution to approve the directors' Remuneration Policy which is set out in the Report on directors' remuneration in the Annual Report on pages 65 to 72.

Once a directors' remuneration policy has been approved, all payments by the Company to the directors and any former directors must be made in accordance with that policy (unless a payment has been separately approved by a shareholder resolution). If the Company wishes to change the directors' Remuneration Policy, it is required to put a revised policy to a shareholder vote before it can implement the new policy. If the directors' Remuneration Policy remains unchanged, the Companies Act 2006 ("2006 Act") requires the Company to put the policy to shareholders for approval again no later than 4 May 2019.

**Resolution 4** – Final dividend

The Board proposes payment of a final dividend of 2.21 cents (1.59 pence) per Ordinary Share for the year to 31 December 2015. If shareholders approve this resolution, payment will be made on 6 May 2016 to all Ordinary shareholders who were on the Register of Members at close of business on 4 March 2016.

**Resolutions 5 to 11** – Election and re-election of directors

In accordance with the Company's Articles of Association Tom Lantzsch and Jonathan Silver are required to offer themselves for election at the first AGM following their appointment to the Board and, being eligible to do so, these elections are proposed in resolutions 5 and 6 respectively.

In the interests of good corporate governance, each of the remaining Company directors (with the exception of Rachel Whiting, who will be stepping down from the Board prior to the AGM) will also retire voluntarily at the 2016 AGM and, being eligible, offer themselves for re-election. These re-elections are proposed in resolutions 7 to 11.

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Biographical details of all the directors and the Directors' statement on corporate governance which provides further information with respect to the corporate governance of the Board can be found in the Company's Annual Report 2015 and on the Company's website at <http://corporate.spirent.com/>.

As more fully explained in the Annual Report, having considered the performance and contribution made by each of the directors, the Board remains satisfied that the performance of each director continues to be effective and to demonstrate commitment to their role including devoting sufficient time and attention as is necessary in order to perform their duties and therefore recommends each director for election or re-election as applicable.

**Resolutions 12 and 13** – Appointment of auditor and paying its remuneration

On the recommendation of the Audit Committee, the Board proposes that Ernst & Young LLP be re-appointed as auditor of the Company. Ernst & Young LLP have expressed their willingness to continue to act as auditor for a further year.

Resolution 13 proposes that the directors be authorised to determine the level of the auditor's remuneration. Details of the remuneration paid to the auditors during the year ended 31 December 2015 can be found in the 2015 Annual Report on page 98.

**Resolutions 14 and 15** – Renewal of the powers of the Board to allot shares and to disapply pre-emption rights

Resolution 14 seeks renewal of the resolution passed at the general meeting held on 5 May 2015 and gives the directors the authority to allot new Ordinary Shares and grant rights to subscribe for, or convert other securities into, Ordinary Shares up to a nominal value of £6,797,132 which is equal to approximately 33.3 per cent of the Company's issued Ordinary Share capital as at 4 March 2016, being the latest practicable date before the publication of this Notice.

At 4 March 2016, the Company did not hold any shares in treasury. The directors have no specific intention at the moment to undertake a rights issue or allot new Ordinary Shares, except in connection with employee share schemes. The directors consider the authority in resolution 14 to be appropriate in order to allow the Company flexibility to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. If the resolution is passed, the authority will expire at the earlier of the next annual general meeting or 30 June 2017.

If the directors wish to allot new Ordinary Shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these Ordinary Shares are offered first to shareholders in proportion to their existing holdings.

Subject to this authority being passed, resolution 15 allows the directors to allot up to 30,587,094 new shares pursuant to the authority in resolution 14, or sell treasury shares, for cash in connection with a pre-emptive offer or rights issue or otherwise up to a nominal value of £1,019,570, equivalent to 5 per cent of the total issued Ordinary Share capital of the Company as at 4 March 2016, being the latest practicable date before the publication of this Notice, in each case without the Ordinary Shares first being offered to existing shareholders in proportion to their existing holdings. The Board considers the authority in resolution 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. The Company will not allot more than 7.5 per cent of its total issued Ordinary Share capital for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in a rolling three-year period without seeking further shareholder authority. If the resolution is passed, the authority will expire at the earlier of the next annual general meeting or 30 June 2017.

**Resolution 16** – Authority for the Company to purchase its own shares

This resolution renews the authority for the Company to make market purchases of its own Ordinary Shares subject to the provisions of the 2006 Act, and shall expire at the earlier of the next annual general meeting or 30 June 2017. This power will only be exercised if the directors believe that it is in shareholders' best interests and can be expected to result in an increase in earnings per share. The resolution specifies that no more than 9.99 per cent of the Company's issued Ordinary Share capital as at 4 March 2016 (61,113,015 Ordinary Shares) may be acquired together with the parameters for the minimum and maximum prices at which they may be bought. It is currently the directors' intention, were shares to be bought back, for them either to be cancelled or retained in treasury pending a subsequent sale, cancellation or transfer. No Ordinary Shares were bought back and cancelled during the 2015 financial year and, at the date of this Notice, the Company does not hold any Ordinary Shares in treasury.

As at 4 March 2016, there were 5.4 million outstanding share incentives granted under share incentives plans operated by the Company which, if exercised utilising new issue shares, would represent 0.9 per cent of the issued Ordinary Share capital of the Company. If the proposed authority for the Company to purchase its own shares were utilised in full, that percentage would increase to 1.0 per cent. As at 4 March 2016, there were no outstanding warrants to subscribe for equity shares in the Company.

**Resolution 17** – Notice of general meetings

Changes made to the 2006 Act by the implementation of the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") increased the notice period required for general meetings of the Company to 21 clear days, unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice). Prior to the Shareholders' Rights Regulations coming into force, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, this resolution seeks to renew the necessary shareholder approval to enable the Company to call general meetings on 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the

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meeting and is thought to be to the advantage of the shareholders as a whole. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed to renew this authority. The Company will also need to meet the requirements for electronic voting under the Shareholders' Rights Regulations before it can call a general meeting on less than 21 clear days' notice. The Company already provides the ability for shareholders to vote electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk).

**Resolution 18 – Spirent Long-term Incentive Plan**

In this resolution, the Company is seeking shareholder approval for the introduction of a new share plan, the Spirent Long-term Incentive Plan (the "LTIP"), in which selected employees of the Spirent Communications Group (including executive directors) may participate. It is intended that the LTIP will replace the existing Employee Incentive Plan. Detail relating to how the LTIP will operate in relation to awards to executive directors is set out on page 57 of the 2015 Annual Report.

A summary of the rules of the Spirent Long-term Incentive Plan is set out in an Appendix to this document on pages 9 and 10.

**RECOMMENDATION**

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole.

The directors will be voting their own beneficial shareholdings in favour of all the proposed resolutions and the Board unanimously recommends that you do so as well.

Yours sincerely

**ALEX WALKER**

Chairman

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## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Spirent Communications plc (the "Company") will be held at 1.00pm on Wednesday 4 May 2016 at the offices of UBS at 1 Finsbury Avenue, London EC2M 2PP for the transaction of the following business:

Resolutions 1 to 14 and 18 will be proposed as Ordinary Resolutions.

Resolutions 15 to 17 will be proposed as Special Resolutions.

### RESOLUTIONS

#### 1. Annual Report

To receive the Company's accounts together with the Report of the directors and the Auditor's report on those accounts for the financial year ended 31 December 2015.

#### 2. Report on directors' remuneration

To approve the Report on directors' remuneration, other than the section containing the directors' Remuneration Policy, as set out on pages 55 to 72 of the Company's Annual Report for the financial year ended 31 December 2015.

#### 3. Directors' Remuneration Policy

To approve the directors' Remuneration Policy as set out on pages 65 to 72 of the Company's Annual Report for the financial year ended 31 December 2015.

#### 4. Final dividend

To declare a final dividend of 2.21 cents per Ordinary Share for the financial year ended 31 December 2015.

#### Election and re-election of directors

5. To elect Tom Lantzsch as a director of the Company
6. To elect Jonathan Silver as a director of the Company
7. To re-elect Eric Hutchinson as a director of the Company
8. To re-elect Duncan Lewis as a director of the Company
9. To re-elect Tom Maxwell as a director of the Company
10. To re-elect Sue Swenson as a director of the Company
11. To re-elect Alex Walker as a director of the Company

#### 12. Re-appointment of auditor

To re-appoint Ernst & Young LLP as the auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.

#### 13. Remuneration of auditor

To authorise the directors to determine the remuneration of the auditor.

#### 14. Authority to allot securities

To authorise the directors generally and unconditionally pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a nominal amount of £6,797,132 such authority to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next annual general meeting of the Company or on 30 June 2017, whichever is the earlier but so that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

#### 15. Disapplication of pre-emption rights

Subject to the passing of resolution 14 above, to empower the directors to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by resolution 14 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, in each case:

- a. in connection with a pre-emptive offer; and
- b. otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,019,570,

as if Section 561(1) of the 2006 Act did not apply to any such allotment; such power to expire at the end of the next annual general meeting of the Company or on 30 June 2017, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this resolution:

- i. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the directors to holders (other than the Company) on the register on a record date fixed by the directors of Ordinary Shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

- ii. references to an allotment of equity securities shall include a sale of treasury shares; and
- iii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

**16. Authority for Spirent Communications plc to purchase its own Ordinary Shares**

To authorise the Company generally and unconditionally for the purposes of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of its own Ordinary Shares of 3½ pence each on such terms and in such manner as the directors may from time to time determine subject to the following conditions:

- a. the maximum number of Ordinary Shares authorised to be purchased may not be more than 61,113,015 Ordinary Shares;
- b. the minimum price (exclusive of expenses) which the Company may pay for each Ordinary Share is 3½ pence, being the nominal value of each Ordinary Share;
- c. the maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall be the higher of:
  - i. an amount equal to 105 per cent of the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; or
  - ii. an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No. 2273/2003), or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation;
- d. unless previously renewed, varied or revoked the authority shall expire at the end of the next annual general meeting of the Company or 30 June 2017, whichever is the earlier; and
- e. a contract to purchase shares under this authority may be made prior to the expiry of this authority, and executed in whole or in part after the expiry of this authority.

**17. Notice period for general meetings**

To resolve that a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

**18. Authority to operate Spirent Long-term Incentive Plan**

To authorise the Company to operate the Spirent Long-term Incentive Plan in the form described in the Appendix which forms part of this Notice on pages 9 and 10.

By Order of the Board

**ANGUS IVESON**

Company Secretary  
23 March 2016

Spirent Communications plc  
Registered Office:  
Northwood Park  
Gatwick Road  
Crawley  
West Sussex RH10 9XN  
United Kingdom  
Registered in England and Wales  
Company No: 470893

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## Notes

### 1. Recommendation from the Board

The directors believe that all the proposals to be considered at the 2016 AGM are in the best interests of the Company and its shareholders as a whole. They recommend that you vote in favour of the proposed resolutions. The directors will be voting their own beneficial shareholdings in favour of all of the proposed resolutions.

### 2. Entitlement to attend, speak and vote

Entitlement to attend, speak and vote at the 2016 AGM, and the number of votes which may be cast at the 2016 AGM, will be determined by reference to the Company's Register of Members at 6.00pm on 2 May 2016 or, if the meeting is adjourned, not more than 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.

### 3. Appointment of proxy using hard copy form

If you cannot come to the 2016 AGM, you can appoint another person as your proxy to come to the meeting, speak and vote for you. Alternatively you can appoint the Chairman as your proxy. If there is a poll, your proxy can vote for you and can also join in the demand for a poll. A proxy does not have to be a shareholder. If you want to appoint a proxy, fill in the Form of Proxy which is enclosed and return it to the Company's registrars. You may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint multiple proxies for your shareholding please read the guidance detailed on the Form of Proxy enclosed.

### 4. Electronic appointment of proxy

You may, if you wish, register the appointment of a proxy or proxies, or voting instructions for the meeting electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need to use the series of numbers made up of your Voting ID, Task ID and Shareholder Reference Number printed on your Form of Proxy. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti Ltd by 1.00pm on 2 May 2016. Please note that any electronic communication sent to the Company or Equiniti that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the 2016 AGM is governed by Equiniti Ltd's conditions of use set out on the website, [www.sharevote.co.uk](http://www.sharevote.co.uk), and may be read by logging on to that site.

### 5. Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the 2016 AGM to be held on 4 May 2016 and any adjournment(s) thereof by following the procedures described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### 6. Changing a proxy instruction

The Company's registrars must receive your proxy instructions by 1.00pm on 2 May 2016. If you fill in and send back a form of proxy you can still come to the 2016 AGM and vote instead of your proxy. If you do this and there is a poll vote, the votes you have given previously to your proxy will not be counted.

### 7. Nominated Persons

A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the 2006 Act (a "Nominated Person") does not have a right to appoint a proxy. Nominated Persons may have a right under an agreement with the shareholder by whom they were nominated to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.

### 8. Documents on display

Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company up to and including the date of the 2016 AGM and at the 2016 AGM from 15 minutes before the 2016 AGM until it ends:

- i. copies of the executive directors' service contracts;
- ii. copies of the non-executive directors' letters of appointment; and
- iii. copies of the Plan Rules of the Spirent Long-term Incentive Plan.

### 9. Communication

Shareholders are advised that unless otherwise stated, the telephone numbers, website and email addresses which may be set out in this Notice or Form of Proxy are not to be used for the purpose of communication with or serving information or documents on the Company (including the service of documents or information relating to proceedings at the Company's 2016 AGM).

### 10. Issued shares and Total Voting Rights

As at 4 March 2016, being the latest practicable date before the publication of this Notice, the issued Ordinary Share capital of the Company consisted of 611,741,888 Ordinary Shares carrying one vote each on a poll. Therefore, the total number of voting rights in the Company at that date was 611,741,888.

### 11. Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### 12. Publication of Audit Concerns

Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- i. the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the 2016 AGM; or
- ii. any circumstance connected with an auditor of the Company ceasing to hold office since the previous annual general meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the 2016 AGM includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

### 13. Questions at the 2016 AGM

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
- b. the answer has already been given on a website in a form of an answer to a question; or
- c. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### 14. Website giving information regarding the 2016 AGM

A copy of this Notice and other information required by Section 311A of the 2006 Act can be found at <http://corporate.spirent.com/>.



### **SPIRENT LONG-TERM INCENTIVE PLAN**

Set out below is a summary of the principal features of the Spirent Long-term Incentive Plan 2015 (the "LTIP")

#### **1. Overview**

The LTIP will be administered by the Board of directors of the Company or by any duly authorised committee of it. Decisions in relation to any participation in the LTIP by the Company's executive directors will always be taken by the Company's Remuneration Committee (the "Committee"). Any employee of the Company's group (the "Group") is eligible to participate at the Committee's discretion.

#### **2. Grant of awards**

Awards may be granted by the Committee as conditional awards of Ordinary shares in the Company or American Depositary Shares representing those shares ("Shares"), nil-cost options over Shares, or cash-based awards relating to a number of notional shares.

Awards can only be granted in the six weeks following the date on which the LTIP is approved by shareholders, the announcement by the Company of its results for any period, any day on which a restriction on the grant of awards is lifted or any day on which the Committee determines that exceptional circumstances exist which justify the grant of awards. Awards are not transferable except on death and will not form part of pensionable earnings.

The Committee will decide who will participate in the LTIP and the form and size of any awards made.

It is intended the first awards will be made to executive directors and designated Group employees shortly after the LTIP has been approved by shareholders. It is intended that, for the Company's Chief Executive Officer, the 2016 award will represent 150 per cent of base salary.

#### **3. Performance conditions**

The vesting of annual awards to executive directors will always be subject to the satisfaction of performance conditions. Ongoing awards to the Company's executive directors will always be subject to performance conditions which will normally be measured over a period of at least three years. Any performance condition may be amended or substituted if one or more events occur which cause the Committee to consider that an amended or substituted performance condition would be more appropriate and would not be materially less difficult to satisfy.

Details of the performance conditions applicable to the initial awards proposed to be granted to the Company's executive directors are set out on in the Report on directors' remuneration in the 2015 Annual Report.

Where an award is granted to an executive director on recruitment to compensate for arrangements forfeited on joining the Company (a "Buy-out"), the Board will consider the extent to which performance conditions should be applied to the award taking into account the nature of the arrangements forfeited. The terms of any such Buy-out to an executive director would also be limited by the Remuneration Policy approved by the Company shareholders from time to time.

#### **4. Vesting of awards**

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the performance period (or on such later date as the Committee determines) to the extent that the performance conditions have been satisfied. Awards not subject to performance conditions will normally vest on the third anniversary of grant (or such other date as the Committee determines).

The Committee may determine that future vested awards may be subject to an additional holding period (the "Holding Period") during which Shares subject to an award will not be delivered to participants and at the end of which awards will be "released". The Committee would determine the length of the Holding Period, which would start on the award's vesting date.

Nil-cost options will normally be exercisable from the point of vesting (or, where relevant, release) until the tenth anniversary of the grant date. At any time before the point at which an award has vested/been released, or a nil-cost option has been exercised, the Committee may decide to pay a participant a cash amount equal to the value of the Shares they would have otherwise received.

#### **5. Dividend equivalent payments**

Although the Committee does not currently intend to grant dividend equivalent payments, the Committee may award dividend equivalent payments in respect of the Shares that vest under awards in respect of all or part of the dividends paid in the period between grant and vesting (or, where relevant, release or exercise). Dividend equivalents may be paid in Shares or cash or on such basis determined by the Committee which may assume the reinvestment of the dividends in Shares.

#### **6. Leaving employment**

Unvested awards will lapse on the individual's cessation of office or employment with the Group except where cessation is as a result of the individual's death, ill health, retirement, injury or disability, the sale of the individual's employing company or business out of the Group or for any other reason that the Committee determines ("Good Leavers"), except where a participant is summarily dismissed.

Unvested awards held by Good Leavers will usually continue until the normal vesting date, except in the case of death, in which case awards will vest on the date of death, or where the Committee otherwise determines that the award will vest (and be released) at an earlier date following the date of cessation. Nil-cost options will normally be exercisable for six months after vesting (or, where relevant, release) or 12 months in the case of death. Awards will vest to the extent determined by the Committee taking into account the extent to which any performance condition has been satisfied and, unless the Committee determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed at the date of cessation.

### 7. Malus and clawback

In the event of employee misconduct or where there has been a requirement to restate financial results due to inaccurate or misleading reporting during the period commencing on the grant date (or, where appropriate, the start of the performance period) and ending on the fifth anniversary of the grant date, the Committee may:

- reduce awards (to zero if appropriate) or impose additional conditions on the awards at any time prior to the earlier of the delivery of cash and/or Shares in satisfaction of an award and the fifth anniversary of the grant date; and/or
- require that the participant has to either return some or all of the Shares acquired under his award or make a cash payment to the Company in respect of some or all of the Shares delivered up to the fifth anniversary of the grant date.

Where the action or conduct of any participant or the Company is under investigation at the relevant time, these periods may be extended pending the outcome of the investigation.

### 8. Corporate events

In the event of a change of control of the Company, unvested awards will vest to the extent determined by the Committee, taking into account the extent to which any performance condition has been satisfied, any other relevant performance factors and, unless the Committee determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed at the date of the relevant event. Awards to the extent vested will then be released.

Alternatively, the Board may permit awards to be exchanged for shares in the acquiring company.

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Committee, may affect the current or future value of Shares, the Committee may determine that awards will vest taking into account the satisfaction of any performance condition and, unless the Board determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed at the date of the relevant award.

### 9. Adjustment of awards

The Committee may adjust the number of Shares under an award or any performance condition applicable to an award in the event of a variation of the Company's share capital or any demerger, delisting, special dividend or other event which, in the opinion of the Committee, may affect the current or future value of Shares.

### 10. Amendments to the LTIP rules

The Committee has the power to amend the provisions of the LTIP in any way, provided that prior approval of the Company's shareholders will be required for amendments to the advantage of eligible employees or participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares comprised in an award and the impact of any variation of capital.

However, any minor amendment to benefit the administration of the LTIP, to take account of legislative changes, or to obtain or maintain favourable tax, exchange control or regulatory treatment may be made by the Committee without shareholder approval. No amendment may be to the material disadvantage of participants in the LTIP unless consent is sought from the affected participants and given by a majority of them.

### 11. Individual Limits

Awards will not be granted to a participant under the LTIP in respect of any financial year of the Company over Shares with a market value (as determined by the Committee) in excess of 200 per cent of base salary, except where awards are granted on recruitment as part of a Buy-out, in which case the value of such an award will be, in the opinion of the Committee, comparable to the value of the arrangements foregone.

### 12. Overall limits

In any ten year period, the number of Shares which may be issued under the LTIP and any other employee share plan adopted by the Company may not exceed 10 per cent of the issued ordinary share capital of the Company from time to time.

Under previous arrangements, shareholders approved a dilution limit of 15 per cent. Due to historic grant practices, the current dilution exceeds 5 per cent of the issued share capital. However, it is intended that during the life of the new plan the Company will move to within the 5 per cent limit applicable for discretionary employee share plans, in line with best practice.

Treasury shares will be treated as newly issued for the purpose of these limits until such time as guidelines published by institutional investor representative bodies determine otherwise.

### 13. Satisfying awards and termination of LTIP

Awards may be satisfied using newly issued Shares, Shares held in treasury or Shares purchased in the market. Awards may not be granted under the LTIP after the tenth anniversary of its approval by shareholders.



