Statement by Remuneration Committee on Shareholder Engagement

At its Annual General Meeting on 3 May 2017, Spirent Communications plc received a significant shareholder vote against the resolution seeking shareholder approval of the Company's 2016 Report on directors' remuneration, equating to 20.73% of the total voting rights in the Company. As required, the Company noted the votes against in its announcement of the Annual General Meeting results released on 3 May 2017.

The 20.73% of votes against largely reflected the views of two investors, representing 11.18% ("Investor A") and 9.42% ("Investor B") of total votes cast respectively.

<u>Investor A (11.18% of total votes cast on the resolution)</u>

The Company's Remuneration Committee (the "Committee") has engaged with Investor A since the Annual General Meeting, and has been given two reasons for their vote against:

(i) Investor A's primary concern is that it does not consider the Company's long-term incentive plan as currently designed to be sufficiently generous to incentivise management.

While the Committee understands Investor A's perspective, it believes it would be difficult to reconcile this with the views of other institutional investors. The use of long-term incentive plans will continue to be reviewed by the Committee on an ongoing basis.

(ii) Investor A considered the buy-out awards and relocation package granted to the CFO on appointment in September 2016 to be unreasonable in magnitude.

As stated in the 2016 Report on directors' remuneration, the Committee sought to reassure shareholders that, even including the buy-out awards granted to the CFO, the maximum level of variable pay awarded was in accordance with the Remuneration Policy and represented only a proportion of the actual value of the awards forfeited by the CFO upon her appointment to Spirent.

We continue an active dialogue with our shareholders on a wide range of issues and seek to strike a balance between the differing views amongst our investor base.

<u>Investor B (9.42% of total votes cast on the resolution)</u>

Investor B has a policy of voting against all remuneration reports where vesting of long-term incentive plans is not based on a minimum period of five years or three years plus a two-year holding period post-vesting.

The Committee will continue to keep under review and consider the views of shareholders on the issue of holding periods post vesting of LTIP awards.