



Spirent Communications plc
(incorporated and registered in England and Wales under number **470893**)

Notice of Annual General Meeting **5 May 2015**

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 1pm on Tuesday 5 May 2015 at the offices of UBS at 100 Liverpool Street, London EC2M 2RH is set out on pages 5 and 6 of this document.

26 March 2015

Dear Shareholder

I have pleasure in sending you the Notice of this year's Annual General Meeting ("2015 AGM") which we are holding at 1pm on Tuesday 5 May 2015 at the offices of UBS at 100 Liverpool Street, London EC2M 2RH.

If you would like to vote on the resolutions but cannot come to the 2015 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 1pm on 3 May 2015. 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 2014 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 0871 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 2015 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 2014.

Resolution 2 – Report on directors' remuneration

In accordance with the Companies Act 2006 provisions, the directors' remuneration report contains:

- a statement by Tom Maxwell, Chairman of the Company's Remuneration Committee; and
- the annual report on remuneration, which sets out payments made in respect of the financial year ended 31 December 2014.

For convenience, the directors' remuneration report also contains a copy of the Remuneration policy that was approved by shareholders at the 2014 AGM.

The Report on directors' remuneration is set out in full in the Annual Report 2014 on pages 55 to 71.

Resolution 2 is the ordinary resolution to approve the directors' remuneration report, other than the section containing the directors' remuneration policy. Resolution 2 is an advisory resolution.

Resolution 3 – Final dividend

The Board proposes payment of a final dividend of 2.21 cents (1.43 pence) per Ordinary Share for the year to 31 December 2014.

If shareholders approve this resolution, payment will be made on 8 May 2015 to all Ordinary shareholders who were on the Register of Members at close of business on 6 March 2015.

Resolutions 4 to 10 – Re-election of directors

In accordance with the Company's Articles of Association Ian Brindle, Sue Swenson and Alex Walker are required to offer themselves for re-election and, being eligible to do so, these re-elections are proposed in resolutions 4, 5 and 6 respectively.

Ian Brindle, our Senior Independent Director, and Chair of Audit Committee, was appointed to the Board in December 2006 and will reach the ninth anniversary of his appointment in December 2015. We are in the final stages of recruiting his replacement and Ian has agreed to remain on the Board a period to ensure a smooth transition and is therefore seeking re-election on that basis.

In the interests of good corporate governance, each of the remaining Company directors will also retire voluntarily at the 2015 AGM and, being eligible, offer themselves for re-election. These re-elections are proposed in resolutions 7 to 10.

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 2014 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 re-election.

Resolutions 11 and 12 – 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 12 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 2014 can be found in the 2014 Annual Report on page 90.

Resolutions 13 and 14 – Renewal of the powers of the Board to allot shares and to disapply pre-emption rights

Resolution 13 seeks renewal of the resolution passed at the general meeting held on 28 April 2014 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 6 March 2015, being the latest practicable date before the publication of this Notice.

At 6 March 2015, 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 13 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 2016.

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 14 allows the directors to allot up to 30,587,094 new shares pursuant to the authority in resolution 13, 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 6 March 2015, 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 14 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 2016.

Resolution 15 – 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 2016. 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 6 March 2015 (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. 9.7 million Ordinary Shares were bought back and cancelled during the 2014 financial year and, at the date of this Notice, the Company does not hold any Ordinary Shares in treasury.

As at 6 March 2015, there were 3.6 million outstanding share incentives granted under share incentives plans operated by the Company which, if exercised utilising new issue shares, would represent 0.6 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 0.7 per cent. As at 6 March 2015, there were no outstanding warrants to subscribe for equity shares in the Company.

Resolution 16 – 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 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.

Resolution 17 – Extension of operating period for the Spirent Employee Incentive Plan

The Spirent Employee Incentive Plan ("EIP"), which is the long term incentive plan used to make awards to selected employees (including executive directors) on a discretionary basis, was introduced and approved by shareholders in 2005 for a period of 10 years. The Committee has reviewed best practice both in our industry and market-wide in this area and, in the light of the continuing developments arising from the 2014 UK Corporate Governance Code and guidance published by institutional investors, has decided that the interests of shareholders would be best served by seeking an extension to the operating period of the EIP for one additional year.

While seeking the extension to continue to operate the EIP on broadly the same terms as currently, the Committee has however introduced malus and clawback provisions to the plan rules. The new provisions enable the Company to reduce unvested awards or recover awards which have vested in certain circumstances of individual misconduct or where financial results have been restated or appear inaccurate or misleading. In order to ensure that the Company's executive directors are subject to these provisions, the Committee will not make any awards to either Eric Hutchinson or Rachel Whiting until after shareholders have been given the opportunity to approve the extended EIP containing malus and clawback.

The Committee is aware of a developing view among investors that would see a holding period of two years to follow vesting of awards under long term incentive plans, and will engage with key shareholders towards the end of 2015 to gather their input prior to seeking shareholder approval for a new long term incentive plan at the 2016 AGM.

A summary of the rules of EIP is set out in Appendix A on pages 9 and 10.

Resolution 18 – Renewal of the Spirent UK Employee Share Purchase Plan

The Company currently operates Employee Share Purchase Plans under three separate plans, one in the UK, one in the US and a global plan which is operated in Canada, Hong Kong, France and Germany.

Although the US and global plans were last approved by shareholders at the 2011 AGM, the Spirent UK Employee Share Purchase Plan ("UK ESPP") was last approved by shareholders at the 2005 AGM for a period of ten years and is therefore due to expire at the 2015 AGM.

The Company considers it important for all its employees to have the opportunity to acquire Spirent shares and therefore is seeking approval to continue to operate the UK ESPP on broadly similar terms to the existing plan.

A summary of the rules of the UK ESPP is set out in Appendix B on pages 11 and 12.

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

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 Tuesday 5 May 2015 at the offices of UBS at 100 Liverpool Street, London EC2M 2RH for the transaction of the following business:

Resolutions 1 to 13, 17 and 18 will be proposed as Ordinary Resolutions.
Resolutions 14 to 16 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 2014.

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 71 of the Company's Annual Report for the financial year ended 31 December 2014.

3. Final dividend

To declare a final dividend of 2.21 cents per Ordinary Share for the financial year ended 31 December 2014.

Re-election of directors

4. To re-elect Ian Brindle as a director of the Company
5. To re-elect Sue Swenson as a director of the Company
6. To re-elect Alex Walker 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 Rachel Whiting as a director of the Company

11. 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.

12. Remuneration of auditor

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

13. 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 2016, 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.

14. Disapplication of pre-emption rights

Subject to the passing of resolution 13 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 13 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 2016, 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.

15. 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 3 $\frac{1}{3}$ 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 3 $\frac{1}{3}$ 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);
- 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 2016, 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.

16. 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.

17. Spirent Employee Incentive Plan

To authorise the Company to continue to operate the Spirent Employee Incentive Plan in the form described in Appendix A, which forms part of this Notice, on pages 9 and 10.

18. Spirent UK Employee Share Purchase Plan

To authorise the Company to continue to operate the Spirent UK Employee Share Purchase Plan in the form described in Appendix B, which forms part of this Notice, on pages 11 and 12.

By Order of the Board



Angus Iveson
Company Secretary
26 March 2015

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

Adoption of Financial Reporting Standard (FRS) 101 – Reduced Disclosure Framework

Following the publication of FRS 100 Application of Financial Reporting Requirements by the Financial Reporting Council, Spirent Communications plc is required to change its accounting framework for its entity financial statements, which is currently UK GAAP, for its financial year commencing 1 January 2015. The Board considers that it is in the best interests of the Group for Spirent Communications plc to adopt FRS 101 Reduced Disclosure Framework. No disclosures in the current UK GAAP financial statements would be omitted on adoption of FRS 101.

A shareholder or shareholders holding in aggregate 5 per cent or more of the total allotted shares in Spirent Communications plc may serve objections to the use of the disclosure exemptions on Spirent Communications plc, in writing, to its registered office not later than 5 May 2015.

If you do not object to the proposal, no further action is necessary.

If we do not receive objections totalling in aggregate more than 5 per cent of the shares in issue, the proposed changes to the parent Company's financial statements will be made in the 2015 Annual Report.

1. Recommendation from the Board

The directors believe that all the proposals to be considered at the 2015 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 2015 AGM, and the number of votes which may be cast at the 2015 AGM, will be determined by reference to the Company's register of members at 6.00pm on 3 May 2015 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 2015 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. 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 1pm on 3 May 2015. 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 2015 AGM is governed by Equiniti Ltd's conditions of use set out on the website, 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 2015 AGM to be held on 5 May 2015 and any adjournment(s) thereof by following the procedures described in the CREST Manual (available at 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 1pm on 3 May 2015. If you fill in and send back a form of proxy you can still come to the 2015 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 2015 AGM and at the 2015 AGM from 15 minutes before the 2015 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 amended Spirent Employee Incentive Plan and the UK Employee Share Purchase 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 2015 AGM).

10. Issued shares and Total Voting Rights

As at 6 March 2015, 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 2015 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 2015 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 2015 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 2015 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/>

Approval for continued operation of the Spirent Employee Incentive Plan

Introduction

The Company currently operates the Spirent Employee Incentive Plan 2005 (the “EIP”), a discretionary long term incentive plan under which selected executives and senior management may be granted conditional awards, share appreciation rights and market value options (both tax-qualified and non tax-qualified). The EIP is due to expire on 3 May 2015 and, in line with good practice, the Company is now seeking shareholder approval for the continued operation of the EIP for an additional year (until 3 May 2016). The Company intends to adopt and seek approval for a new long term incentive plan which will replace the EIP at its AGM in 2016. The EIP is summarised below and further information about the operation of the EIP in respect of executive directors of the Company is set out in the Report on Directors’ Remuneration set out in the Spirent Communications plc Annual Report 2014 (the “Remuneration Report”) on pages 55 to 71.

Eligibility

Awards under the EIP may be granted to any employee (including executive directors) of the Company and any of its subsidiaries. In practice, awards under the EIP are typically granted to executive directors and selected senior management at the discretion of the Remuneration Committee (the “Committee”).

Timing of operation

Awards will normally be granted under the EIP within 42 days of the announcement of the Company’s results for any period but may be granted at other times if the Committee considers the circumstances to be exceptional. However, at all times the grant of awards will be subject to the terms of the Model Code and the Company’s Share Dealing Code.

Grant of awards

Under the EIP awards are granted in the form of market value options (including HMRC tax-qualified options), conditional awards (performance shares) and share appreciation rights. Awards are usually granted annually subject to a maximum award level according to the seniority of the employee. Awards may be granted at other times, for example to facilitate recruitment and retention.

Individual limits

In normal circumstances, the maximum combined award value under the EIP will be limited to 250 per cent of annual basic salary. Awards may consist of options and/or performance shares with the proviso that the performance share element may not exceed a value of 125 per cent of annual basic salary. In exceptional circumstances (e.g. for strategic recruitment and retention purposes), the limit above may be exceeded at the discretion of the Committee. However, for executive directors, awards will be subject to the limits set out in the Company’s approved Remuneration Policy from time to time.

Plan limits

The Company will continue to operate the EIP in accordance with the plan limits approved at the 2005 Extraordinary General Meeting and the explanations given to shareholders at the time. However, in accordance with recent practice, the Company expects to continue to make awards below the levels explained to shareholders in 2005 and also intends to satisfy any exercises of those awards made under the EIP with shares purchased in the market in conjunction with the Company’s Employee Share Ownership Trust, not with new issue shares.

These limits do not include awards which have lapsed or been surrendered.

So long as this is required under the guidelines of the Investment Association, the Company will include in this calculation any treasury shares used to satisfy awards and options granted under the Plan towards these.

Performance conditions

The vesting of awards under the EIP will be subject to the satisfaction of challenging performance conditions relating to the Company’s earnings per share (EPS) and total shareholder return (TSR) measured over a three-year performance period. For further details in relation to the performance conditions applicable to awards for executive directors, see the Company’s approved Remuneration Policy.

Malus and clawback

The EIP has been amended to include provisions which permit the Committee to reduce unvested or, in the case of options, unexercised awards in the event of employee misconduct or where the results of the Company have been restated or appear inaccurate or misleading. Where an award has vested, the Committee has discretion to require that the participant return any shares received or an equivalent cash amount.

Vesting of awards

Awards will normally vest on or around the third anniversary of the date on which they were granted subject to the satisfaction of the performance conditions and the participant's continued employment. On vesting, participants will acquire the number of shares subject to the award. Awards in the form of options may be exercised between the vesting date and the tenth anniversary of the grant.

Leaving employment

If a participant leaves employment due to death, retirement, redundancy, ill-health, injury, disability, or the sale or transfer of the participant's employing company or business, awards will normally vest at the point of leaving subject to the satisfaction of performance conditions. In addition, the number of shares in respect of which an award vests will normally be reduced to reflect the proportion of the performance period which has elapsed at the date of leaving and the balance will lapse.

If a participant leaves employment for any other reason, awards will normally lapse.

Takeovers and restructurings

Generally, awards will vest on a change of control, normally subject to the satisfaction of the performance conditions as at the time of the event and a pro rata reduction to reflect the early vesting of the awards. The Committee has the discretion to allow or require rollover of awards on a change of control or other corporate reorganisation. On a de-merger, if the Committee so decides, awards may be adjusted or allowed to vest.

Variation in share capital

Awards may be adjusted at the discretion of the Committee following any rights issue, special dividend or variation in the share capital of the Company.

Issue of shares

Any shares issued under the EIP will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

Amendments

The Committee may amend the EIP as it considers appropriate. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to: eligibility, individual and plan limits, adjustment of awards on a variation in the Company's share capital, and the amendment powers. Shareholder approval is not required for changes that are minor in nature or for changes intended to benefit the administration of the EIP, or to comply with or take account of existing or proposed legislation or any changes in legislation or to secure favourable tax treatment for the Company, members of its group or participants.

Other features

Awards granted under the EIP are not pensionable and are not generally transferable (except in the case of death).

Termination

The EIP may be terminated by the Committee at any time.

Approval for continued operation of the Spirent UK Employee Share Purchase Plan

Introduction

The Company considers it important for employees to have the opportunity to acquire shares in Spirent Communications plc. The Company currently operates the Spirent UK Employee Share Purchase Plan 2005 (the “**UK ESPP**”) under which employees are given the opportunity to purchase shares and receive a corresponding award of matching shares, and to receive free shares. In line with good practice, the Company is seeking shareholder approval for the continued operation of the UK ESPP. The rules of UK ESPP have been updated to take into account changes to the tax legislation which governs the plan and to bring it in line current market practice. The terms of the amended UK ESPP are materially the same as those of the existing plan.

The principal features of the UK ESPP are set out below.

Overview

Under the UK ESPP, four types of shares can be offered to employees based in the UK – free shares, partnership shares, matching shares and dividend shares. The UK ESPP rules contain all four elements, and the directors have power to decide which, if any, of them should be implemented. At present UK ESPP participants are offered partnership shares and the current intention is that this will continue to be the case.

The UK ESPP operates in conjunction with a trust, which holds shares on behalf of employees. The UK ESPP is a tax-qualified Share Incentive Plan which complies with the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003.

The UK ESPP will be administered by Board of Directors of the Company or any duly authorised person(s) or committee (the “**Directors**”).

Eligibility

Executive directors and all employees of the Company and any subsidiaries designated by the Directors as participating companies are eligible to join the UK ESPP, if they are UK tax residents and have worked for the Company or a participating company for a qualifying period determined by the Directors, which may not exceed 18 months. Currently a qualifying period of one month of continuous employment is required in order to be able to participate. When the UK ESPP is operated, all eligible employees must be invited to participate.

Timing of operation

The UK ESPP may be operated at any time. However, free shares may normally only be awarded within 42 days of the announcement of the Company’s results for any period but may be awarded at other times if the Committee considers the circumstances to be exceptional.

Free shares

The UK ESPP provides for the award of free shares worth up to a maximum set by the legislation (currently £3,600) to each eligible employee each year. The shares must generally be offered on similar terms, but the award may be subject to performance targets. “Similar terms” means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of income tax if held in trust for five years. If a participant leaves employment with the Spirent Communications group, their shares cease to be subject to the UK ESPP. The Company may decide that, if the participant leaves employment within three years of the award, their shares are forfeited. The Company may also decide that shares are not forfeited where the Participant leaves by reason of death, retirement, redundancy, injury or disability, or his employing company or business being sold out of the Spirent Communications group.

Partnership shares

The UK ESPP provides for employees to be offered the opportunity to purchase shares out of monthly contributions from pre-tax salary of up to the maximum set by the legislation (currently £1,800 in each tax year or 10 per cent of salary, if less). Employees can stop contributing at any stage. The employees’ contributions may be used to buy partnership shares immediately or accumulated for up to 12 months before they are used to buy shares. Where they are accumulated, the price at which they are acquired is either the price at the beginning of the accumulation period or at the end, or the lesser of the two, as determined by the Directors. Currently there is no accumulation period.

Partnership shares can be withdrawn from the UK ESPP by the participant at any time, but there will be an income tax liability if the shares are withdrawn before five years.

Matching shares

The UK ESPP provides that where employees buy partnership shares, they may be awarded additional shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share. Matching shares must be held in trust for a minimum of three years and will be free of income tax if held in trust for five years.

If a participant withdraws his corresponding partnership shares before the trustees have held them for three years, he will forfeit the linked matching shares. The Company may determine that if the participant ceases to be employed within the minimum three year period (or within such shorter period as the Directors may decide) other than for a specified reason such as death, retirement, redundancy, injury or disability, or his employing company or business being sold out of the Spirent Communications group, the matching shares may be forfeited.

Dividend shares

The UK ESPP provides that the Directors may permit any dividends paid on the free shares, partnership shares or matching shares to be re-invested in the purchase of additional shares (dividend shares), which must be held in the UK ESPP for a period of three years.

Voting rights

Participants may be offered the opportunity to direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants' instructions.

Dilution limits

Commitments to issue new shares may not, on any day, exceed 10 per cent of the issued ordinary share capital of the Company in issue immediately before that day when added to the total number of ordinary shares which have been allocated in the previous 10 years under the UK ESPP and any other employee share plan operated by the Company.

This limit does not include rights to shares which have lapsed or been surrendered.

So long as this is required under the guidelines of the Investment Association, the Company will include in this calculation any treasury shares used under the UK ESPP.

Amendment provisions

Although the Directors will have the power to amend the provisions of the UK ESPP in any way, the provisions relating to: the participants; the limits on the number of shares which may be issued under the UK ESPP; the individual limit; the basis for determining a participant's entitlement to shares or cash under the UK ESPP or the adjustments of entitlements in the event of a variation of capital; and the amendment rule, cannot be altered to the advantage of participants without prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the UK ESPP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the UK ESPP or for the Company or any other members of the Spirent Communications group).

The directors may also, without shareholder approval, establish further plans based on the UK ESPP, but modified to take account of overseas securities laws, exchange controls or tax legislation. New issue and treasury shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the UK ESPP.

Other

Benefits under the UK ESPP are not pensionable.