

## **Terms of Reference – Acquisitions and Disposals Committee**

Reference to “the Committee” shall mean the Acquisitions and Disposals Committee.

Reference to “the Board” shall mean the Board of Directors.

### **1. Nature and Purpose**

The Acquisitions and Disposals Committee (“the Committee”) is constituted to consider matters related to acquisitions, disposals and special guarantees.

### **2. Composition**

Each of the Directors is a member of the Committee. The quorum is any two members, one of whom must be either the Chairman, the Chief Executive or the Finance Director.

The Company Secretary is Secretary to the Committee and is responsible for servicing the meetings and for production of the Minutes.

### **3. Terms of Reference**

- 3.1. to negotiate, agree and approve any final arrangements (provided such arrangements have first been approved in principle by the Board of Directors) for the acquisition or disposal by the Company or any subsidiary of the Company of the whole or any part of the issued share capital of any company or the whole or any part of the business and assets of any company including intra-group acquisitions and disposals;
- 3.2. to approve any offer letter, heads of agreement, purchase and sale agreement, announcement or other document which such Committee may consider necessary or expedient in connection with any such acquisition or disposal;
- 3.3. to negotiate, agree and approve any arrangements for the satisfaction of the consideration payable by or to the Company or any of its subsidiaries in connection with any such acquisition or disposal including the satisfaction of such consideration by the issue of ordinary shares, loan notes or other securities of the Company and to apply for and obtain Listing on the London Stock Exchange of any ordinary shares so issued;
- 3.4. to approve any arrangements for the placing of ordinary shares issued or to be issued by the Company in satisfaction of the consideration payable for any such acquisition including power and authority to agree the terms (including the placing price) of any such placing arrangements and authority to approve and authorise the signature on behalf of the Company of any placing agreement, following confirmation that the conditions for the agreement have been met, placing letter or other document required in connection therewith;

- 3.5. to approve the terms of, and any document constituting, any loan notes or other debt securities to be created or issued by the Company and issued or allotted in satisfaction of any consideration payable by the Company in connection with any such acquisition;
- 3.6. to take such further action and to approve and authorise the signature or execution by or on behalf of the Company of any documents which the Committee may consider necessary or expedient in connection with any such acquisition or disposal or any of the matters referred to above; and
- 3.7. to agree and approve any arrangement or agreement proposed by an executive of the Group in connection with Special Guarantees in excess of the maximum value; such maximum values are set by the Halma p.l.c. Board of Directors from time to time.

#### **4. Meetings of the Committee**

- 4.1. Frequency  
The Committee meets when required
- 4.2. Circulation of Minutes  
The Minutes of Committee meetings are circulated to the members of the Halma p.l.c. Board.