

## Terms of Reference – Share Plans Committee

Reference to “the Committee” shall mean the Share Plans Committee.

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

### 1. Nature and Purpose

The Share Plans Committee (“the Committee”) is constituted to consider matters related to the provision of share-based employee benefits for the Company and its subsidiaries.

### 2. Composition

Each of the Directors and the Company Secretary is a member of the Committee. The quorum is any two members.

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 make all necessary arrangements for the formal offer/award of share incentives (provided the offer/award has first been approved by the Board of Directors or the Remuneration Committee) pursuant to a Company share plan and in particular to approve, and authorise the signature on behalf of the Company, of any invitation letter or share agreement;
- 3.2. to deal with all other administrative arrangements in relation to the Company’s share plans;
- 3.3. to accept valid exercises of options granted pursuant to such plans;
- 3.4. at the end of vesting periods, to fulfil awards granted pursuant to such plans;
- 3.5. to vest partial awards in accordance with the rules of such plans and subject to Remuneration Committee approval; and
- 3.6. to allot and issue any ordinary shares (or transfer from treasury shares or an employee benefit trust) in fulfilment of such awards.

### 4. Frequency of Meetings

- 4.1. The 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.