

The Annual Report and Accounts 2010 is now available

This year's AGM will be held at 11.30am on 29 July 2010 at The Berkeley Hotel, Wilton Place, London SW1X 7RL

This document contains the Notice of Meeting which sets out the resolutions that shareholders are being asked to consider and vote on at the AGM.

If you are unable to attend the AGM in person, you can vote on the resolutions put to shareholders either online or by post as follows:

Online: if you have accessed this notice electronically or you simply wish to vote online, go to the following website: www.eproxyappointment.com and follow the instructions.

By post: you may vote by post if you have received a hardcopy Form of Proxy. Instructions on voting can be found on the Form of Proxy which should be completed and returned to our Registrars in the reply paid envelope, also enclosed.

Please note that a hardcopy of the Annual Report and Accounts 2010 will only be sent to shareholders if you have opted to receive paper copies of such documents or if you have recently acquired shares. Otherwise you may now access the Annual Report and Accounts by visiting the Halma website at www.halma.com.

The results of the voting on resolutions will be posted on the Company's website after the meeting.

Important

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, you should immediately consult an appropriate independent adviser, eg your bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company, you should send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

How to get to the AGM



Notice of Meeting

NOTICE IS HEREBY GIVEN that the one hundred and sixteenth Annual General Meeting of Halma p.l.c. will be held in the Ballroom, at The Berkeley Hotel, Wilton Place, London SW1X 7RL on Thursday, 29 July 2010 at 11.30am for the following purposes:

To consider and, if thought fit, pass the following resolutions 1 to 8 as ordinary resolutions:

1 Report and Accounts

To receive the Directors' Report and the Accounts for the period of 53 weeks to 3 April 2010 and the Auditors' Report on the Accounts.

2 Declaration of a dividend

To declare a dividend on the ordinary shares.

3 Remuneration Report

To approve the Remuneration Report as set out on pages 57 to 64 of the Report and Accounts for the 53 weeks to 3 April 2010.

4 Re-election of Director

To re-elect Stephen R Pettit* as a Director of the Company.

5 Re-election of Director

To re-elect Richard A Stone** as a Director of the Company.

6 Re-appointment of Auditors

To re-appoint Deloitte LLP as Auditors.

7 Auditors' remuneration

To authorise the Directors to determine the remuneration of the Auditors.

8 Authority to allot shares

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares, or grant rights to subscribe for or to convert securities into shares, up to an aggregate nominal amount of £12,500,000 and that this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2011 and the first anniversary of the passing of this resolution (unless previously renewed, varied or revoked by the Company), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

To consider and, if thought fit, pass the following resolutions 9 to 12 as special resolutions:

9 Disapplication of pre-emption rights

That, subject to the passing of resolution 8 above, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot or to make any offer or agreement to allot equity securities (as defined in Section 560 of the Companies Act 2006) of the Company pursuant to the authority contained in resolution 8 above and/or sell equity securities held as treasury shares for cash pursuant to Section 727 of the Companies Act 2006, in each case as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such power shall be limited to:

- (a) any such allotment, offer, agreement and/or sale pursuant to the terms of any share scheme for employees approved by the Company in general meeting;
- (b) any such allotment, offer, agreement and/or sale in connection with an issue or offer (whether by way of a rights issue, open offer or otherwise) in favour of ordinary shareholders (other than the Company) on a fixed record date where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on such record date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (c) otherwise than pursuant to sub-paragraph (a) or (b) above, any such allotment, offer, agreement and/or sale up to an aggregate nominal amount of £1,875,000

and shall expire (unless previously renewed, revoked or varied) when the authority contained in resolution 8 above expires, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry.

10 Purchase of own shares

That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 10p each ('ordinary shares') provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 37,600,000 ordinary shares, having an aggregate nominal value of £3,760,000;
- (b) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (i) 105% of the average of the closing midmarket prices for the ordinary shares (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation; and
- (c) the minimum price per ordinary share (excluding expenses) is its nominal value;

and the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date), unless such authority is renewed prior to such time.

11 Adoption of new Articles of Association

That:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the Company's Articles of Association; and

NOTES ON THE RESOLUTIONS

- (b) the Articles of Association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

12 Notice of general meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

The Directors believe that the proposed resolutions to be put to the meeting are in the best interests of shareholders as a whole and recommend that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

By order of the Board

C T Chesney

Company Secretary

28 June 2010

Misbourne Court, Rectory Way
Amersham, Bucks HP7 0DE

* denotes membership of the Remuneration, Audit and Nomination Committees of the Board.

** denotes Senior Independent Director, Chairman of the Remuneration Committee and membership of the Audit and Nomination Committees of the Board.

Resolution 1 – Report and Accounts

The Directors are required to present the audited accounts of the Company to shareholders at a general meeting, together with reports of the Directors and Auditors (in this case for the financial year ended 3 April 2010).

Resolution 2 – Declaration of a dividend

This resolution seeks authority for the Company to pay a final dividend of 5.19p per share to shareholders for the financial year ended 3 April 2010, as recommended by the Directors. If approved the dividend will be paid on 25 August 2010 to ordinary shareholders on the register at the close of business on 23 July 2010.

The Company offers a Dividend Reinvestment Plan ('DRIP') to enable shareholders to elect to have their cash dividends re-invested in Halma shares. Shareholders who wish to elect for the DRIP for the forthcoming final dividend, but have not already done so, should return a DRIP mandate form to the Company's Registrars no later than 4 August 2010.

Resolution 3 – Remuneration Report

The Remuneration Report is required to be laid before the shareholders in general meeting and voted on. The Remuneration report is set out on pages 57 to 64 of the Report and Accounts.

Resolution 4 – Re-election of Director

The Company's Articles of Association require that Directors retire by rotation and seek re-election to the Board at an annual general meeting. Stephen R Pettit, whose biographical details are set out on page 48 of the Report and Accounts, will retire this year in accordance with the Articles of Association and is nominated for re-election.

Resolution 5 – Re-election of Director

Richard A Stone, Senior Independent Director and Chairman of the Remuneration Committee, whose biographical details are set out on page 48 of the Report and Accounts, was first elected as a non-executive Director in 2001 and has now served on the Board for nine years. He is standing for re-election as the Board has a policy of requiring non-executive Directors who have served for nine years or more to stand for annual re-election by shareholders.

Resolution 6 – Re-appointment of Auditors

The Company is required to appoint auditors at every general meeting at which accounts are presented and the Directors are proposing the re-appointment of Deloitte LLP as the Company's auditors.

Resolution 7 – Auditors' remuneration

The Directors may set the remuneration of the auditors if authorised by the shareholders. This resolution seeks such authorisation.

Resolution 8 – Authority to allot shares

The Directors may only allot shares if authorised to do so by shareholders. The purpose of the resolution is to renew the Directors' authority.

The effect of this resolution will allow the Directors to allot and issue new shares up to a nominal aggregate value of £12,500,000, being just less than one third of the total issued share capital of the Company (excluding treasury shares) as at 21 June 2010 (the latest practicable date prior to the publication of the Notice of Meeting).

In accordance with the Directors' stated intention to seek annual renewal, the authorities will expire at the conclusion of the

NOTES ON THE RESOLUTIONS continued

annual general meeting of the Company in 2011. Passing this resolution will give the Directors flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. The Directors have no current plans to make use of this authority except under share plans previously approved in general meeting.

As at 21 June 2010 (the latest practicable date prior to the publication of the Notice of Meeting), the Company held 1,523,217 treasury shares, which is equal to approximately 0.4% of the issued share capital of the Company (excluding treasury shares) as at that date.

Resolution 9 – Disapplication of pre-emption rights

The Companies Act 2006 requires that, if the Company issues new shares for cash or sells treasury shares, it must first offer them to existing shareholders in proportion to their current holdings.

The effect of this resolution, which will be proposed as a special resolution, is to authorise the Directors to allot new shares pursuant to the authority given in Resolution 8, or sell treasury shares for cash, up to an aggregate nominal amount of £1,875,000 (up to 18,750,000 new ordinary shares) representing approximately 5% of the Company's issued share capital as at 21 June 2010 (being the latest practicable date prior to the publication of the Notice of Meeting) without offering them to shareholders first, and to modify statutory pre-emption rights to deal with legal, regulatory or practical problems that may arise on a rights or other pre-emptive offer or issue.

The authority will expire at the conclusion of the annual general meeting of the Company in 2011.

The Directors do not intend to issue more than 7.5% of the issued share capital for cash on a non-pre-emptive basis in any rolling three-year period.

Resolution 10 – Purchase of own shares

The Directors were authorised at the 2009 Annual General Meeting to purchase up to 37,000,000 of its own 10p ordinary shares in the market. This authority expires at the end of the 2010 Annual General Meeting. In accordance with the Directors' stated intention to seek annual renewal, this resolution (which will be proposed as a special resolution) will renew this authority until the end of next year's annual general meeting in respect of up to 37,600,000 ordinary shares, which is approximately 10% of the Company's issued share capital (excluding treasury shares) as at 21 June 2010 (the latest practicable date prior to the publication of the Notice of Meeting).

The Directors consider it desirable that the possibility of making such purchases, under appropriate circumstances, is available. The authority, if granted, will only be exercised if market conditions make it advantageous to do so. The Directors will only make purchases under the authority if they believe that to do so would result in an increase in earnings per share for the remaining shareholders and was in the best interests of shareholders generally.

The Directors' present intention is that the shares purchased under the authority will be held in treasury for future cancellation, sale for cash or transfer for the purposes of, or pursuant to, an employee share plan, although in the light of circumstances at the time it may be decided to cancel them immediately on repurchase. The effect of any cancellation would

be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends).

As at 21 June 2010 (the latest practicable date prior to the publication of the Notice of Meeting) options were outstanding to subscribe for a total number of 4,133,788 ordinary shares, or 1.1% of the Company's issued share capital. If the proposed authority were to be used in full and all of the repurchased shares were cancelled (but the Company's issued share capital otherwise remained unaltered), the total number of options to subscribe for ordinary shares at that date would represent approximately 1.2% of the Company's issued share capital (excluding treasury shares).

Resolution 11 – Adoption of new Articles of Association

It is proposed in resolution 11 to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles') primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 (the 'Shareholders' Rights Regulations') and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix to this Notice. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 or the Shareholder Rights Regulations have not been noted in the Appendix.

A copy of the Current Articles and the New Articles will be available for inspection during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) at the Company's registered office and at the offices of the Company's solicitors, CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD, from the date of this Notice until 29 July 2010 and at The Berkeley Hotel from 11.00am on the day of the meeting until the close of the meeting.

Resolution 12 – Notice of general meetings

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the minimum notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings continue to held on at least 21 clear days' notice.

Before the Shareholders' Rights Directive came into force on 3 August 2009, the Company was able to call general meetings (other than an annual general meeting) on 14 clear days' notice without obtaining such shareholder approval. In anticipation of the implementation of the Shareholders' Rights Directive, the Company obtained shareholder approval at the Annual General Meeting in July 2009 to preserve this ability until the Company's 2010 Annual General Meeting. Resolution 12 seeks approval of the renewal of this authority, which will be effective until the annual general meeting in 2011, when it is intended that a similar resolution will be proposed.

The Company offers the facility for shareholders to vote and appoint proxies by electronic means. This is accessible to all shareholders and would be available if the Company were to call meetings on 14 clear days' notice.

GENERAL NOTES

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder from attending the meeting and voting in person if he/she wishes to do so.

2. A Form of Proxy which may be used to make such appointment and give proxy instructions has been sent to all shareholders (except those who have elected to receive notice via e-mail, who should refer to paragraph 4 below).

3. In order to be valid, an appointment of proxy or proxies must be completed and returned, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy of such authority) by one of the following methods:

(a) in hard copy form by post, courier or by hand, to the Company's registrars, Computershare Investor Services PLC,

(b) alternatively, shareholders who have received a Form of Proxy may appoint a proxy or proxies electronically via the registrar's website at www.eproxyappointment.com using the Control Number, Shareholder Reference Number (SRN) and PIN, or

(c) in the case of CREST members, by using the CREST electronic proxy appointment service (as set out below).

In each case so that it is received no later than 11.30am on 27 July 2010.

4. Shareholders who have elected to receive notice via e-mail may appoint a proxy or proxies electronically via the registrar's website, www.eproxyappointment.com using the Control Number, the Shareholder Reference Number (SRN) and PIN. Electronic proxy appointments must be received no later than 11.30am on 27 July 2010.

5. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names appear in the Register of Members.

6. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If in such case a shareholder wishes to appoint more than one proxy, the shareholder should photocopy the form of proxy and indicate in the box, next to the proxy's name, the number of shares in relation to which the shareholder authorises them to act as the shareholder's proxy.

7. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 6 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

8. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders registered in the Register of Members of the Company at 6.00pm on 27 July 2010 will be entitled to attend and to vote at the Annual General Meeting, and then only in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.00pm on 27 July 2010 will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

9. As at 21 June 2010, the latest practicable date prior to the publication of this Notice, the Company's issued share capital consists of 377,721,994 ordinary shares. As at 21 June 2010 the Company holds 1,523,217 shares in treasury. Therefore, after excluding treasury shares, the total number of voting rights in the Company as at 21 June 2010 is 376,198,777.

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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.

11. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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 the Company's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments set out in note 3. 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 Application Host) from which the Company's agent 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.

12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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, 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.

GENERAL NOTES continued

13. 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.

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

15. Section 527 of the Companies Act 2006 allows shareholders who meet the threshold requirements of that section to require the Company to publish a statement on its website setting out any matter relating to (i) the audit of the Company's accounts to be laid at the meeting (including the auditor's report and the conduct of the audit); or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Company Act 2006. This is known as a 'members' statement of audit concerns'. If such a request is received, the Company cannot require those shareholders requesting publication of the statement to meet its costs of complying with the request. The Company must also forward a copy of the statement to the auditors not later than the time that the Company makes it available on the website. Where a members' statement of audit concerns is received it will be included in the business of the meeting at which the accounts are laid.

16. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered at the meeting any 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; (b) the answer has already been given on a website in the 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.

17. Copies of the following documents will be available for inspection during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) at the Company's registered office and at the offices of the Company's solicitors, CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD, from the date of the above notice until 29 July 2010 and at The Berkeley Hotel from 11.00am on the day of the meeting until the close of the meeting.

- Copies of the service contracts or appointment letters (as applicable) of the Company's executive and non-executive Directors
- Copies of the Directors' Deeds of Indemnity
- Copy of the proposed New Articles of the Company
- Copy of the Current Articles of the Company marked to show the changes proposed in resolution 11.

18. Full biographical information on the Directors proposed for re-election appears on page 48 of the Annual Report and Accounts.

19. A copy of this Notice, and any other information required by section 311A of the Companies Act 2006, can be found at www.halma.com.

20. Shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

SUMMARY OF THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. The Company's objects

The Company is proposing to remove the provisions of its Memorandum of Association that, by virtue of the Companies Act 2006, have been treated since 1 October 2009 as forming part of the Current Articles.

As the effect of the resolution will be to remove the objects clause imported by operation of law from the Memorandum of Association, this will mean that the Company will have unlimited capacity.

As the statement imported by operation of law from the Memorandum of Association regarding limited liability will also be removed, the New Articles contain an express statement regarding the limited liability of the shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles that replicate provisions contained in the Companies Act 2006 are either to be removed in the New Articles or amended to bring them into line with the Companies Act 2006.

3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

5. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

6. Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the Directors may approve.

7. Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

9. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

10. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles remove provisions in the Current Articles dealing with voting by corporate representatives on the basis that there are dealt with in the Companies Act 2006.

11. Chairman's casting vote

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

12. Notice of general meetings

The Shareholders' Rights Regulations amend the Companies Act 2006 to require the company to give 21 clear days' notice of general meetings unless the company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to be consistent with the new requirements.

13. Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.



Mixed Sources
Product group from well-managed
forests, controlled sources and
recycled wood or fibre
www.fsc.org Cert no. TT-CoC-002631
© 1996 Forest Stewardship Council