

Analysis of Shareholders

Ordinary shareholdings as at 22 May 2000

Number of shares held	Shareholders		Shares	
	Number	%	Number	%
1 - 7,500	5,018	74.6	11,143,198	3.1
7,501 - 25,000	1,019	15.1	13,681,105	3.8
25,001 - 100,000	429	6.4	22,142,667	6.1
100,001 - 750,000	200	3.0	55,130,429	15.3
750,001 and over	62	0.9	258,164,007	71.7
	<u>6,728</u>	<u>100.0</u>	<u>360,261,406</u>	<u>100.0</u>

Category of shareholders

Insurance companies	71	1.0	28,384,797	7.9
Pension funds	99	1.5	69,175,175	19.2
Investment companies and unit trusts	86	1.3	109,391,135	30.4
Banks and nominee companies	1,486	22.1	95,858,503	26.6
Other corporate bodies	167	2.5	4,848,538	1.3
Total corporate bodies	1,909	28.4	307,658,148	85.4
Directors	9	0.1	17,093,323	4.7
Other individual shareholders	4,810	71.5	35,509,935	9.9
	<u>6,728</u>	<u>100.0</u>	<u>360,261,406</u>	<u>100.0</u>

1999/2000 Interim results	7 December 1999
1999/2000 Interim dividend payable	7 February 2000
Trading update	27 April 2000
1999/2000 Preliminary results	20 June 2000
1999/2000 Report and Accounts issued	3 July 2000
Annual General Meeting	2 August 2000
1999/2000 Final dividend payable	21 August 2000
Trading update	end October 2000
2000/2001 Interim results	5 December 2000
2000/2001 Interim dividend payable	February 2001
Trading update	end April 2001
2000/2001 Preliminary results	June 2001

Notice of Meeting

Notice is hereby given that the one hundred and sixth Annual General Meeting of Halma p.l.c. will be held at The Ballroom, The Four Seasons Hotel, Hamilton Place, London W1 on Wednesday, 2 August 2000 at 12 noon for the following purposes:

Ordinary business

- 1 To approve the Report of the Directors and the Accounts for the period of 52 weeks ended 1 April 2000.
- 2 To declare a dividend on the ordinary shares.
- 3 To re-elect as a Director Mr C Q Summerhayes who retires from the Board by rotation and being eligible offers himself for re-election.
- 4 To re-elect as a Director Lord McGowan who retires from the Board by rotation and being eligible offers himself for re-election.
- 5 To re-elect as a Director Mr H M J Ritchie who retires from the Board by rotation and being eligible offers himself for re-election.
- 6 To re-appoint PricewaterhouseCoopers as Auditors.
- 7 To authorise the Directors to determine the remuneration of the Auditors.

Special business

To consider, and if thought fit, pass the following special resolutions:

- 8 That:
 - (a) the Directors be and are hereby authorised to amend the Halma 1999 Company Share Option Plan (Part B) ("Part B") to permit the Company to recover from option holders any secondary Class 1 National Insurance Contributions ("NICs") arising on the exercise of share options granted pursuant to the Rules of Part B, once the legislation permitting the transfer of the liability to pay such NICs from employer to employee has been enacted (and then to the extent only permitted by such legislation). Such recovery will be subject to employee consent and will be administered in accordance with the terms of the legislation then in place;
 - (b) the Directors be authorised to inform employees of the method by which the payment of the NICs amount, due on exercise of the share options, is to be made;
 - (c) the Directors be and are hereby authorised to vote, and to be counted in the quorum, on any matter concerning or connected with Part B, notwithstanding that they may be interested in the same (except that no Director may be counted in the quorum or vote in respect of his own participation) and that the prohibitions on voting by interested Directors contained in the Articles of Association of the Company be accordingly relaxed to that extent.

- 9 That the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot or to make any offer or agreement to allot equity securities of the Company pursuant to the authority contained in Resolution 10 passed at the Company's Annual General Meeting on 30 July 1997 as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities:
- (a) pursuant to the terms of any share scheme for employees approved by the Company in general meeting; and
 - (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £1,801,400,
- and shall expire at the conclusion of the next Annual General Meeting of the Company, save that the Directors may make any offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry; words and expressions defined in or for the purposes of Section 89 to 96 inclusive of the Companies Act 1985 shall bear the same meanings in this resolution.
- 10 That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10p each ("ordinary shares") provided that:
- (a) the maximum number of shares hereby authorised to be acquired is 36,000,000 ordinary shares, having an aggregate nominal value of £3,600,000;
 - (b) the maximum price which may be paid for any ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for such an ordinary share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased and the minimum price which may be paid for any such ordinary share shall be the nominal value of that share; and
 - (c) 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.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member. A form of proxy is enclosed. By signing and returning the form of proxy, a shareholder will not be precluded from attending and voting in person should he subsequently find it possible to be present.

By Order of the Board
E C Tredway Secretary
Misbourne Court Rectory Way Amersham Bucks HP7 0DE
3 July 2000

In accordance with the requirements of the Companies Act 1985, a summary of any transactions during the past year by the Directors and their family interests in the Company's shares will be available for inspection at the registered office of the Company from the date of the above notice until 2 August 2000 and at The Four Seasons Hotel from 11.45 am on the day of the meeting until the close of the meeting.
