

Recent Acquisition Activity

A summary of acquisition activity during the 15 month period from April 2000 to June 2001 is set out below:

May 2000	The business and assets of Vandal-Proof Products Inc. were acquired for an initial consideration of US\$700,000.
September 2000	Wessex Electronics Consultants Limited was acquired for an initial consideration of £2,000,000.
October 2000	FFE Holdings Limited was acquired for a consideration of £7,500,000.
May 2001	The business and assets of the Earth Fault Detection Product Line of Schneider Canada were acquired for a consideration of Can\$1,600,000.

Analysis of Shareholders

Ordinary shareholdings as at 21 May 2001

Number of shares held	Shareholders		Shares	
	Number	%	Number	%
1 - 7,500	5,315	76.7	11,235,327	3.1
7,501 - 25,000	984	14.2	12,927,351	3.6
25,001 - 100,000	398	5.8	19,992,996	5.5
100,001 - 750,000	176	2.5	46,803,917	13.0
750,001 and over	55	0.8	270,038,589	74.8
	<u>6,928</u>	<u>100.0</u>	<u>360,998,180</u>	<u>100.0</u>

Category of shareholders

Insurance companies	53	0.8	9,558,758	2.7
Pension funds	79	1.1	63,292,668	17.5
Investment companies and unit trusts	76	1.1	163,815,607	45.4
Banks and nominee companies	1,546	22.3	67,568,490	18.7
Other corporate bodies	166	2.4	6,854,399	1.9
Total corporate bodies	1,920	27.7	311,089,922	86.2
Directors	9	0.1	15,791,969	4.4
Other individual shareholders	4,999	72.2	34,116,289	9.4
	<u>6,928</u>	<u>100.0</u>	<u>360,998,180</u>	<u>100.0</u>

Notice of Meeting

Notice is hereby given that the one hundred and seventh Annual General Meeting of Halma p.l.c. will be held at The Ballroom, The Berkeley Hotel, Wilton Place, London SW1X 7RL on Wednesday, 1 August 2001 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 to 31 March 2001.
- 2 To declare a dividend on the ordinary shares.
- 3 To re-elect as a Director Mr S R O'Shea who retires from the Board by rotation and being eligible offers himself for re-election.
- 4 To re-elect as a Director Mr K J Thompson who retires from the Board by rotation and being eligible offers himself for re-election.
- 5 To re-elect as a Director Mr N Quinn who retires from the Board by rotation and being eligible offers himself for re-election.
- 6 To re-elect as a Director Mr R A Stone who was appointed in January 2001 and who retires in accordance with the Articles of Association.
- 7 To re-elect as a Director Mr K J Roy who was appointed in April 2001 and who retires in accordance with the Articles of Association.
- 8 To re-appoint PricewaterhouseCoopers as Auditors.
- 9 To authorise the Directors to determine the remuneration of the Auditors.

Special business

To consider, and if thought fit, pass the following ordinary resolution:

- 10 That the remuneration policy for Directors as set out on page 35 of the Report and Accounts for the 52 weeks to 31 March 2001 be approved.

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

- 11 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 plan 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 £1,805,000,

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.

- 12 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
2 July 2001

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 1 August 2001 and at The Berkeley Hotel from 11.45 am on the day of the meeting until the close of the meeting.