

Analysis of Shareholders

Ordinary shareholdings as at 20 May 2002

	Shareholders		Shares	
	Number	%	Number	%
Number of shares held				
1 - 7,500	4,986	77.9	9,735,766	2.6
7,501 - 25,000	819	12.8	11,030,814	3.0
25,001 - 100,000	362	5.6	18,161,381	5.0
100,001 - 750,000	164	2.6	46,278,366	12.7
750,001 and over	69	1.1	280,116,938	76.7
	<u>6,400</u>	<u>100.0</u>	<u>365,323,265</u>	<u>100.0</u>

Category of shareholders

Insurance companies	35	0.5	15,473,772	4.2
Pension funds	64	1.0	60,840,804	16.7
Investment companies and unit trusts	88	1.4	161,833,100	44.3
Banks and nominee companies	1,137	17.8	72,262,311	19.8
Other corporate bodies	138	2.2	7,121,621	1.9
Total corporate bodies	1,462	22.9	317,531,608	86.9
Directors	8	0.1	14,170,047	3.9
Other individual shareholders	4,930	77.0	33,621,610	9.2
	<u>6,400</u>	<u>100.0</u>	<u>365,323,265</u>	<u>100.0</u>

Notice of Meeting

Notice is hereby given that the one hundred and eighth Annual General Meeting of Halma p.l.c. will be held at The Ballroom, The Berkeley Hotel, Wilton Place, London SW1X 7RL on Thursday, 1 August 2002 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 30 March 2002.
- 2 To declare a dividend on the ordinary shares.
- 3 To re-elect as a Director Mr D S Barber* (aged 70) 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 ordinary resolutions:

- 8 That the remuneration policy for Directors as set out on page 35 of the Report and Accounts for the 52 weeks to 30 March 2002 be approved.
- 9 That Article 105 of the Company's Articles of Association be and is hereby amended by the deletion of the reference to "£150,000" where it appears and replacing it with "£500,000" in respect of the aggregate sum per annum of all fees paid to Directors which shall not be exceeded.
- 10 That the Directors be and are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of that Section) up to a maximum aggregate nominal amount of £7,124,162.50 and to make any offer or agreement which may require any such relevant securities be allotted after the expiry of this authority, in each case on such terms as the Directors may determine, such authority to expire on 31 July 2007.

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

- 11 That subject to the passing of Resolution 10 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 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 £1,825,000,

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
 1 July 2002

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 2002 and at The Berkeley Hotel from 11:45 am on the day of the meeting until the close of the meeting.

Full biographical information of the Directors proposed for re-election appears on page 25 of the Report and Accounts.

* denotes non-executive Director and member of the Remuneration, Audit and Nomination Committees of the Board

2001/02 Interim results	4 December 2001
2001/02 Interim dividend paid	4 February 2002
Trading update	25 April 2002
2001/02 Preliminary results	18 June 2002
2001/02 Report and Accounts issued	1 July 2002
Annual General Meeting	1 August 2002
2001/02 Final dividend payable	19 August 2002
Trading update	end October 2002
2002/03 Interim results	3 December 2002
2002/03 Interim dividend payable	February 2003
Trading update	end April 2003
2002/03 Preliminary results	June 2003