

## Notice of Meeting

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Notice is hereby given that the one hundred and tenth Annual General Meeting of Halma p.l.c. will be held at The Ballroom, The Berkeley Hotel, Wilton Place, London SW1X 7RL on Wednesday, 4 August 2004 at 12 noon for the following purposes:

### Ordinary business

- 1 To approve the Report of the Directors, the audited part of the Report on Remuneration and the Accounts for the period of 53 weeks to 3 April 2004.
- 2 To declare a dividend on the ordinary shares.
- 3 To re-elect as a Director Mr R A Stone\* 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 Roy who retires from the Board by rotation and being eligible offers himself for re-election.
- 5 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.
- 6 To re-elect as a Director Mr S R Pettit\*\* who was appointed in September 2003 and who retires in accordance with the Articles of Association.
- 7 To re-appoint Deloitte & Touche LLP as Auditors.
- 8 To authorise the Directors to determine the remuneration of the Auditors.

### Special business

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

- 9 That the Report on Remuneration as set out on pages 40 to 45 of the Report and Accounts for the 53 weeks to 3 April 2004 be approved.

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

- 10 That the draft Articles of Association as set out in the document produced to the meeting and, for the purposes of identification, signed by the Chairman, be and are hereby adopted as the new Articles of Association of the Company.
- 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 1 August 2002 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 £1,835,000,

and shall expire at the conclusion of the next Annual General Meeting of the Company, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry; and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired; 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 personalised 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

C T Chesney      Secretary  
Misbourne Court   Rectory Way   Amersham   Bucks HP7 0DE  
5 July 2004

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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 and copies of Directors' service contracts will be available for inspection at the registered office of the Company from the date of the above notice until 4 August 2004 and at The Berkeley Hotel from 11:45 am on the day of the meeting until the close of the meeting.

In addition, in accordance with the Listing Rules, copies of the draft Articles of Association referred to in resolution 10 are available for inspection at the offices of CMS Cameron McKenna, Mitre House, 160 Aldersgate Street, London EC1A 4DD from the date of the above notice until the close of the meeting and will also be available for inspection at the Berkeley Hotel 15 minutes prior to and during the meeting.

Full biographical information of the Directors proposed for re-election appears on page 28 of the Report and Accounts.

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

\*\* denotes non-executive Director and membership of the Remuneration and Audit Committees of the Board