

Notice of Meeting

Notice is hereby given that the one hundred and eleventh Annual General Meeting of Halma p.l.c. will be held at The Ballroom, The Berkeley Hotel, Wilton Place, London SW1X 7RL on Wednesday, 3 August 2005 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 52 weeks to 2 April 2005.
- 2 To declare a dividend on the ordinary shares.
- 3 To approve the Report on Remuneration as set out on pages 39 to 45 of the Report and Accounts for the 52 weeks to 2 April 2005 be approved.
- 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 E G Unwin* who retires from the Board by rotation and being eligible offers himself for re-election.
- 7 To re-elect as a Director Mr A J Williams who was appointed in July 2004 and who retires in accordance with the Articles of Association.
- 8 To re-appoint Deloitte & Touche LLP 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:
 - (a) the Halma p.l.c. Performance Share Plan 2005 (the "Plan"), a summary of the proposed Rules of which is set out in the Appendix to the Circular from the Chairman to shareholders dated 4 July 2005, be and is hereby approved and adopted and that the Directors be authorised to establish and carry the Plan into effect;
 - (b) the Directors be and are hereby authorised to vote, and to be counted in the quorum, in relation to any resolution of the Board of Directors of the Company on any matter concerning or connected with the Plan 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 in the Plan) and that the prohibitions on voting by interested Directors contained in the Articles of Association of the Company be accordingly relaxed to that extent;
 - (c) that the Directors be authorised to establish schedules to the Plan or to establish other plans based on the Plan but modified to take account of local tax, exchange control or securities laws outside the UK, provided that any shares issued under the schedules or other plans must be treated as counting against any individual or overall limits on participation contained in the Plan.

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 (as defined in Section 94(2) of the Companies Act 1985) of the Company pursuant to the authority contained in Resolution 10 passed at the Company's Annual General Meeting on 1 August 2002 and/or sell equity securities held as treasury shares for cash pursuant to Section 1620 of the Companies Act 1985, in each case as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment or sale, provided that such power shall be limited to the allotment and/or sale of equity securities:
 - (a) pursuant to the terms of any share scheme for employees approved by the Company in general meeting; and

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- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £1,844,000,

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 or equity securities held as treasury shares to be sold after such expiry; and the Directors may allot equity securities and/or sell equity securities held as treasury shares 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 shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and on a poll, vote on his or her behalf. A proxy need not be a shareholder of the Company. A personalised form of proxy is enclosed. Completion of a form of proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the meeting and voting in person.

By Order of the Board

C T Chesney Secretary
 Misbourne Court Rectory Way Amersham Bucks HP7 0DE
 4 July 2005

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 3 August 2005 and at The Berkeley Hotel from 11:45 am on the day of the meeting until the close of the meeting.

Copies of the proposed Rules of Halma p.l.c. Performance Share Plan 2005 are available for inspection at the offices of CMS Cameron McKenna LLP, 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 14 of the Report and Accounts.

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

** The Board's present intention is that the shares purchased under the authority will (to the extent statutory requirements are met) be held in treasury for future cancellation, sale for cash or transfer for the purposes of, or pursuant to, an employee share scheme, although in the light of circumstances at the time it may be decided to cancel them immediately on repurchase.