

## Notice of meeting

Notice is hereby given that the one hundred and thirteenth 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 2007 at 11.30 am for the following purposes:

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

- 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 31 March 2007.
- 2 To declare a dividend on the ordinary shares.
- 3 To approve the Report on remuneration as set out on pages 87 to 91 of the Report and accounts for the 52 weeks to 31 March 2007.
- 4 To re-elect as a Director Stephen R Pettit\* who retires from the Board by rotation and being eligible offers himself for re-election.
- 5 To re-appoint Deloitte & Touche LLP as Auditors.
- 6 To authorise the Directors to determine the remuneration of the Auditors.
- 7 That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £6,332,519.50 and that this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2012 and the fifth anniversary of the passing of this resolution (unless previously renewed, varied or revoked by the Company), save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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

- 8 That the Company be authorised to use electronic means to convey information to its shareholders and to send or supply documents or information to its shareholders by making them available on a website and that this resolution 8 shall supersede any provision of the Company's Articles of Association to the extent that it is inconsistent with this resolution.

- 9 That, subject to the passing of resolution 7 above, 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 7 above and/or sell equity securities held as treasury shares for cash pursuant to Section 162D 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:
  - (a) any such allotment, offer, agreement and/or sale pursuant to the terms of any share scheme for employees approved by the Company in general meeting;
  - (b) any such allotment, offer, agreement and/or sale in connection with an issue or offer (whether by way of a rights issue, open offer or otherwise) in favour of ordinary shareholders (other than the Company) on a fixed record date where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on such record date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - (c) otherwise than pursuant to sub-paragraph (a) or (b) above, any such allotment, offer, agreement and/or sale up to an aggregate nominal amount of £1,850,000,

and shall expire (unless previously renewed, revoked or varied) when the authority contained in resolution 7 above expires, 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.

- 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 37,000,000 ordinary shares, having an aggregate nominal value of £3,700,000;
- (b) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (i) 105% of the average of the closing mid-market prices for the ordinary shares of the Company (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation; and
- (c) the minimum price per ordinary share (excluding expenses) is its nominal value and 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.

The Directors believe that the proposed resolutions to be put to the meeting are in the best interests of shareholders as a whole and recommend that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

By order of the Board

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

2 July 2007

\*Denotes membership of the Remuneration, Audit and Nomination Committees of the Board.

#### Notes

- 1 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. Appointing a proxy will not prevent a shareholder from attending the meeting and voting in person.
- 2 To appoint a proxy or proxies shareholders must complete: (a) a hardcopy form of proxy, sign it and return it, together with the power of attorney or other authority (if any) in hardcopy under which it is signed, or a hardcopy notarially certified of such authority, to the Company's registrars, Computershare Investment Services PLC, or (b) a CREST Proxy Instruction (as set out below), in each case so that it is received no later than 11.30 am on 30 July 2007.

- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed any voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments set out in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders included in the register of members of the Company at 6.00 pm on 30 July 2007 will be entitled to attend and to vote at the annual general meeting, and then only in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.00 pm on 30 July 2007 will be disregarded in determining the rights of any person to attend or vote at the annual general meeting.
- 5 Copies of the Directors' service contracts or appointment letters, and of the Directors' indemnities, and 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 during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) at the registered office of the Company from the date of the above notice until 1 August 2007 and at The Berkeley Hotel from 11.15 am on the day of the meeting until the close of the meeting.
- 6 Full biographical information on the Director proposed for re-election appears on page 78 of the Annual report and accounts.
- 7 If you have sold or otherwise transferred all your ordinary shares in the Company, you should immediately send this document, together with the accompanying form of proxy, to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.