

The Annual Report and Accounts 2018 are now available

## NOTICE OF ANNUAL GENERAL MEETING 2018

This year's Annual General Meeting will be held at  
The King's Fund, No. 11 Cavendish Square, London W1G 0AN  
on Thursday, 19 July 2018 at 10.30 am

This Notice of Meeting sets out the resolutions that shareholders are being asked to consider and vote on at the Annual General Meeting ('AGM') of Halma plc (the 'Company'). These resolutions are a very important part of the governance of the Company and all shareholders are urged to vote, whether they are able to attend or not.

If you are unable to attend the AGM in person, you can vote on the resolutions put to shareholders either online or by post as follows:

**Online:** if you have accessed this notice electronically or you simply wish to vote online, go to the following website: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and follow the instructions.

**By post:** if you have received the Annual Report and Accounts 2018 or a notification that it is available to be viewed on the Company's website, you will also have received a Proxy Form. Instructions on voting can be found on the Proxy Form.

Please note that a printed copy of the Annual Report and Accounts 2018 will only be sent to you if you have opted to receive paper copies of such documents or if you have recently acquired shares. Otherwise you may now access the Annual Report and Accounts 2018 by visiting the Halma website at [www.halma.com](http://www.halma.com).

The results of the voting on the AGM resolutions will be posted on the Company's website after the AGM.

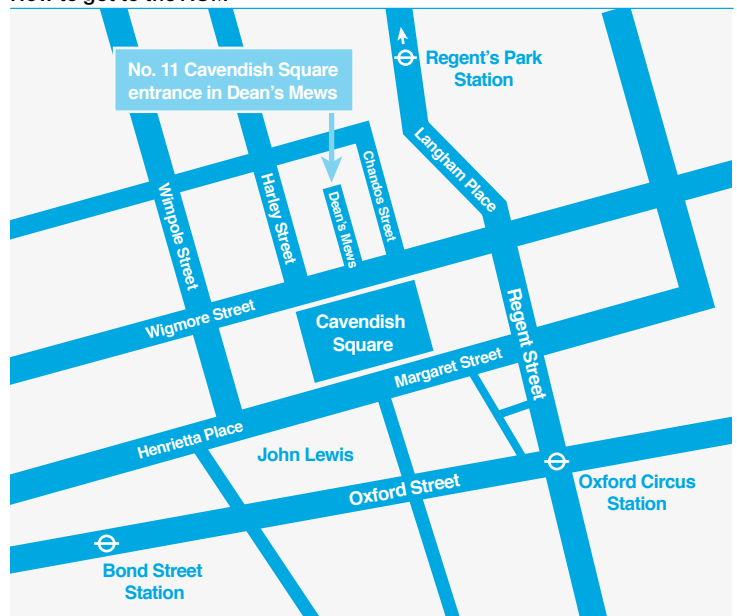
### Important

#### **This document is important and requires your immediate attention**

If you are in any doubt as to the action you should take, you should consult your appropriate independent adviser immediately.

If you have sold or otherwise transferred all your shares in the Company, you should send this document, together with the Proxy Form, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

### How to get to the AGM



# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the one hundred and twenty fourth Annual General Meeting of Halma plc will be held at The King's Fund, No.11 Cavendish Square, London W1G 0AN on Thursday, 19 July 2018 at 10.30 am for the following purposes:

To consider and, if thought fit, pass the following resolutions 1 to 17 as ordinary resolutions:

## Annual Report and Accounts

- 1 To receive the Accounts and the Reports of the Directors (including the Strategic Report) and the Auditor for the year ended 31 March 2018.

## Dividend

- 2 To declare a final dividend of 8.97p per share for the year ended 31 March 2018 payable on 15 August 2018 to shareholders on the Register of Members at the close of business on 13 July 2018.

## Remuneration Policy and Report

- 3 To approve the Remuneration Policy as set out on pages 90 to 96 of the Annual Report and Accounts 2018.
- 4 To approve the Remuneration Report (other than the part containing the Remuneration Policy referred to in resolution 3) for the year ended 31 March 2018 as set out on pages 97 to 106 of the Annual Report and Accounts 2018.

## Directors

- 5 To re-elect Paul Walker<sup>1</sup> as a Director of the Company.
- 6 To re-elect Andrew Williams as a Director of the Company.
- 7 To re-elect Adam Meyers as a Director of the Company.
- 8 To re-elect Daniela Barone Soares<sup>2</sup> as a Director of the Company.
- 9 To re-elect Roy Twite<sup>2</sup> as a Director of the Company.
- 10 To re-elect Tony Rice<sup>3</sup> as a Director of the Company.
- 11 To re-elect Carole Cran<sup>4</sup> as a Director of the Company.
- 12 To re-elect Jo Harlow<sup>2</sup> as a Director of the Company.
- 13 To re-elect Jennifer Ward as a Director of the Company.
- 14 To elect Marc Ronchetti as a Director of the Company.

## Auditor

- 15 To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company.
- 16 To authorise the Directors to determine the remuneration of the Auditor.

## Authority to allot shares

- 17 That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares, or grant rights to subscribe for or to convert securities into shares, up to an aggregate nominal amount of £9,400,000 and that this authority shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2019 and (ii) 31 August 2019 (unless previously renewed, varied or revoked by the Company), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights 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 resolutions 18 to 21 as special resolutions:

## Disapplication of pre-emption rights

- 18 That, subject to the passing of resolution 17, the Directors be and are hereby empowered pursuant to Section 570 of the 2006 Act to allot or to make any offer or agreement to allot equity securities (as defined in Section 560 of the 2006 Act) of the Company pursuant to the authority contained in resolution 17 and/or sell equity securities held as treasury shares for cash pursuant to Section 727 of the 2006 Act, in each case as if Section 561 of the 2006 Act 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 £1,890,000;

and shall expire (unless previously renewed, revoked or varied) when the authority contained in resolution 17 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.

## Additional disapplication of pre-emption rights

- 19 That, subject to the passing of resolution 17 and in addition to any authority granted under resolution 18, the Directors be and are hereby empowered pursuant to Section 570 of the 2006 Act to allot or to make any offer or agreement to allot equity securities (as defined in Section 560 of the 2006 Act) of the Company pursuant to the authority contained in resolution 17 and/or sell equity securities held as treasury shares for cash pursuant to Section 727 of the 2006 Act, in each case as if Section 561 of the 2006 Act did not apply to any such allotment or sale, provided that such power shall be:

- (a) limited to any such allotment, offer, agreement and/or sale up to an aggregate nominal amount of £1,890,000; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice;

and shall expire (unless previously renewed, revoked or varied) when the authority contained in resolution 17 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.

# Notes on the Resolutions

## Authority to purchase own shares

20 That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the 2006 Act) of its ordinary shares of 10p each ('ordinary shares') provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 37,900,000 ordinary shares, having an aggregate nominal value of £3,790,000;
- (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 (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 Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and
- (c) the minimum price per ordinary share (excluding expenses) is its nominal value;

and the authority hereby conferred shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2019 and (ii) 31 August 2019 (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.

## Notice of general meetings

21 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

## Recommendation

The Directors believe that each of the proposals to be put to the meeting will be of benefit to and is in the best interests of the Company and the shareholders as a whole and unanimously recommend that shareholders vote in favour of all the resolutions set out above, as they intend to do in respect of their own beneficial shareholdings in the Company.

By order of the Board

## Carol Chesney

### Company Secretary

19 June 2018

Registered office:  
Misbourne Court, Rectory Way  
Amersham, Bucks HP7 0DE  
Registered in England and Wales No. 40932

- 1 Non-executive Chairman, Chairman of the Nomination Committee and member of the Remuneration Committee.
- 2 Member of the Audit, Nomination and Remuneration Committees.
- 3 Senior Independent Director, Chairman of the Remuneration Committee and member of the Nomination and Audit Committees.
- 4 Chairman of the Audit Committee and member of the Nomination and Remuneration Committees.

Resolutions 3 and 18 to 21 are Special Business. Resolutions 1 to 17 will be proposed as ordinary resolutions which require a simple majority of the votes to be cast in favour of each resolution. Resolutions 18 to 21 will be proposed as special resolutions which require a 75% majority of the votes to be cast in favour of each resolution.

## Resolution 1 – Annual Report and Accounts

The Directors are required to present the audited accounts of the Company to shareholders at a general meeting, together with reports of the Directors (including the Strategic Report) and the Auditor (in this case for the year ended 31 March 2018).

## Resolution 2 – Dividend

This resolution seeks authority for the Company to pay a final dividend of 8.97p per share to shareholders for the financial year ended 31 March 2018, as recommended by the Directors. If approved the dividend will be paid on 15 August 2018 to shareholders on the Register of Members at the close of business on 13 July 2018.

The Company offers a Dividend Reinvestment Plan ('DRIP') to enable shareholders to elect to have their cash dividends reinvested in Halma plc shares. Shareholders who wish to elect for the DRIP for the forthcoming final dividend, but have not already done so, should return a DRIP mandate form to the Company's Registrar no later than 25 July 2018.

## Resolutions 3 and 4 – Remuneration Policy and Report

In accordance with Section 439A of the 2006 Act, the Remuneration Policy is now subject to a binding shareholder vote by ordinary resolution at least once every three years. Shareholder approval will be required if the Directors wish to change the policy within that three-year period. Full details of the Remuneration Policy are set out on pages 90 to 96 of the Annual Report and Accounts 2018. If approved the policy will become effective immediately following the AGM.

Section 439 of the 2006 Act requires that the Remuneration Report (other than the part containing the Remuneration Policy referred to in resolution 3) is put to a vote of shareholders at each annual general meeting. The Remuneration Report is set out on pages 97 to 106 of the Annual Report and Accounts 2018. In accordance with the 2006 Act, no remuneration is conditional on this resolution being passed.

## Resolutions 5 to 14 – Directors

The Company's Articles of Association require that once every three years Directors retire by rotation and seek re-election to the Board at an annual general meeting. However, in accordance with the UK Corporate Governance Code, which recommends that all directors of FTSE 350 companies should stand for re-election by shareholders every year, the Board has decided that all Directors be subject to re-election at each annual general meeting.

The Chairman has confirmed that, following the performance evaluations, each non-executive Director who is seeking re-election (Daniela Barone Soares, Roy Twite, Tony Rice, Carole Cran and Jo Harlow) continues to be an effective member of the Board and demonstrates commitment to their responsibilities.

The Chairman himself is also seeking re-election and has the support of the Board. On the basis of the feedback received through the Board's performance evaluation process, Tony Rice, in his capacity as Senior Independent Director, confirms that Paul Walker is an effective Chairman and demonstrates commitment to his responsibilities.

Kevin Thompson, the Company's Finance Director, will, as stated in the 22 March 2018 trading update, not be seeking re-election and will accordingly retire as a Director.

# Notes on the Resolutions continued

The biographies of the Directors retiring at the AGM who wish to seek re-election or who wish to seek election are as follows:

## **Paul Walker, Chairman**

Paul was appointed non-executive Chairman of Halma in July 2013, having been appointed to the Board in April 2013. He was CEO at The Sage Group plc from 1994 to 2010 and has previously served on the boards of Diageo plc and Mytravel Group plc. Paul qualified as a Chartered Accountant with Ernst & Young. He is a non-executive director of Experian plc and Sophos Group plc.

## **Andrew Williams, Group Chief Executive**

Andrew was appointed Group Chief Executive of Halma plc in February 2005. He is a Chartered Engineer and joined the Group in 1994 as Manufacturing Director of Reten Acoustics (now HWM-Water), becoming Managing Director in 1997. Andrew became a member of the Halma Executive Board in 2002 and was promoted to the Halma plc Board in July 2004. Andrew is a non-executive director of Capita plc.

## **Adam Meyers, Sector Chief Executive, Medical & Environmental**

Adam was appointed to the Halma plc Board in 2008. He became a member of the Halma Executive Board in 2003, in the position of Divisional Chief Executive, having previously been Assistant Divisional Chief Executive. He joined Halma in 1996 as President of Bio-Chem Valve. Adam is responsible for all companies within Halma's Medical and Environmental & Analysis sectors.

## **Daniela Barone Soares, non-executive Director**

Daniela was appointed a non-executive Director of Halma plc in November 2011. She is currently CEO of Granito & Capital and was previously CEO of Impetus – The Private Equity Foundation, having held senior roles at Save the Children, BancBoston Capital, Goldman Sachs and Citibank. Daniela is a non-executive director of Évora S.A., a company listed on the São Paulo Exchange, which operates businesses in manufacturing and forestry.

## **Roy Twite, non-executive Director**

Roy was appointed a non-executive Director of Halma plc in July 2014. He is an executive director at IMI plc, the FTSE 250 specialist engineering company, having been appointed to the board in February 2007. During his career with IMI, Roy has led all of the divisions including Severe Service (2011), Fluid Power (2009), Beverage and Merchandising (2007) and Indoor Climate (2004).

## **Tony Rice, Senior non-executive Director**

Tony was appointed a non-executive Director of Halma plc in August 2014 and as Senior Independent Director in July 2015. He was formerly the senior independent director and remuneration committee chair of Spirit Pub Company plc. Earlier in his career, Tony was Chief Executive Officer of Cable & Wireless Communications plc, CEO of Tunstall Plc and held a number of senior roles in BAE Systems plc (including British Aerospace). He is non-executive Chairman of Dechra Pharmaceuticals PLC.

## **Carole Cran, non-executive Director**

Carole was appointed a non-executive Director of Halma plc in January 2016. She is Chief Financial Officer at Forth Ports Ltd, having held the same position at Aggreko plc until December 2017. Prior to that, she held a number of senior financial roles since joining Aggreko in 2004. Carole qualified as a Chartered Accountant with KPMG and worked for seven years at BAE Systems plc in a range of senior financial positions, which included four years in Australia.

## **Jo Harlow, non-executive Director**

Jo was appointed a non-executive Director of Halma plc in October 2016. Jo has held international positions, most recently at Microsoft and previously at Nokia. Before her move into consumer electronics, Jo worked on strategic marketing at Reebok and Procter & Gamble. She is a supervisory board member of CECONOMY AG and a non-executive director of InterContinental Hotels Group plc and J Sainsbury plc.

## **Jennifer Ward, Group Talent and Communications Director**

Jennifer was appointed to the Halma plc Board in September 2016. She became a member of the Halma Executive Board in March 2014. Prior to joining Halma, as Group Talent Director, Jennifer spent over 15 years leading HR, Talent and Organisational Development for divisions of PayPal, Bank of America and Honeywell. Jennifer has global responsibility for talent development and communications across the Group, with a strong focus on Halma's senior management and the boards of its subsidiary businesses.

## **Marc Ronchetti, Chief Financial Officer - elect**

It is intended that Marc will be appointed as a Director on 1 July 2018 by the Board, pursuant to Article 85 of the Company's Articles of Association, to hold office until the end of the AGM. Accordingly, he will seek election by shareholders at the 2018 AGM.

Marc joined the Group in 2016 as Group Financial Controller having previously been Finance Director at Wolseley plc's UK operations. Prior to that, he held various group and divisional roles at Inchcape plc. Marc qualified as a Chartered Accountant with PricewaterhouseCoopers. He will succeed Kevin Thompson as Halma's new Chief Financial Officer on 1 July 2018.

## **Resolution 15 – Re-appointment of Auditor**

The Company is required to appoint an auditor at every general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting and the Directors are proposing the reappointment of PricewaterhouseCoopers LLP as the Company's Auditor.

## **Resolution 16 – Auditor's remuneration**

In accordance with standard practice, this resolution gives authority to the Directors to determine the Auditor's remuneration.

#### **Resolution 17 – Authority to allot shares**

The Directors may only allot shares if authorised to do so by shareholders. The purpose of this resolution is to renew the Directors' authority.

The effect of this resolution will allow the Directors to allot and issue new shares up to a nominal aggregate value of £9,400,000, being just less than one quarter of the total issued share capital of the Company (excluding treasury shares) as at 11 June 2018 (the latest practicable date prior to the publication of the Notice of Meeting).

In accordance with the Directors' stated intention to seek annual renewal, the authority will expire on the earlier of (i) the conclusion of the annual general meeting of the Company in 2019 and (ii) 31 August 2019. Passing this resolution will give the Directors flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. The Directors have no current plans to make use of this authority except under share plans previously approved in general meeting.

As at 11 June 2018 (the latest practicable date prior to the publication of the Notice of Meeting), the Company held 3,990 treasury shares, which is equal to less than 0.01% of the issued share capital of the Company (excluding treasury shares) as at that date.

#### **Resolutions 18 and 19 – Disapplication of pre-emption rights**

The 2006 Act requires that, if the Company issues new shares for cash or sells treasury shares, it must first offer them to existing shareholders in proportion to their current holdings.

The effect of resolution 18, which will be proposed as a special resolution, is to authorise the Directors to allot new shares pursuant to the authority given in resolution 17, or sell treasury shares for cash, up to an aggregate nominal amount of £1,890,000 (up to 18,900,000 ordinary shares) representing approximately 5% of the Company's issued share capital as at 11 June 2018 (being the latest practicable date prior to the publication of the Notice of Meeting) without offering them to shareholders first, and to modify statutory pre-emption rights to deal with legal, regulatory or practical problems that may arise on a rights or other pre-emptive offer or issue.

The effect of resolution 19, which will also be proposed as a special resolution, is to authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital as at 11 June 2018. In accordance with the Pre-Emption Group's Principles, the Directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The authorities in resolution 18 and resolution 19 will expire on the earlier of (i) the conclusion of the annual general meeting of the Company in 2019 and (ii) 31 August 2019.

Excluding any shares issued in connection with an acquisition or specified capital investment as described above, the Directors do not intend to issue more than 7.5% of the issued share capital for cash on a non-pre-emptive basis in any rolling three-year period.

#### **Resolution 20 – Authority to purchase own shares**

The Directors were authorised at the 2017 annual general meeting to purchase up to 37,900,000 of the Company's own 10p ordinary shares in the market. This authority expires at the end of the 2018 AGM. In accordance with the Directors' stated intention to seek annual renewal, this resolution (which will be proposed as a special resolution) will renew this authority until the earlier of (i) the conclusion of the annual general meeting of the Company in 2019 and (ii) 31 August 2019 in respect of up to 37,900,000 ordinary shares, which is approximately 10% of the Company's issued share capital (excluding treasury shares) as at 11 June 2018 (the latest practicable date prior to the publication of the Notice of Meeting).

The Directors consider it desirable that the possibility of making such purchases, under appropriate circumstances, is available. The authority, if granted, will only be exercised if market conditions make it advantageous to do so. The Directors will only make purchases under the authority where they believe that to do so would result in an increase in earnings per share for the remaining shareholders, or where the purchased shares are used to satisfy awards made under employee share plans, and such purchases are considered to be in the best interests of shareholders generally.

The Directors' present intention is that the shares purchased under the authority will be held in treasury for future cancellation, sale for cash or transfer for the purposes of, or pursuant to, an employee share plan, although in the light of circumstances at the time it may be decided to cancel them immediately on repurchase. The effect of any cancellation would be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends).

As at 11 June 2018 there were no options outstanding to subscribe for ordinary shares.

#### **Resolution 21 – Notice of general meetings**

Changes made to the 2006 Act pursuant to the Shareholders' Rights Directive increase the minimum notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings continue to be held on at least 21 clear days' notice.

Before the Shareholders' Rights Directive came into force, the Company was able to call general meetings (other than annual general meetings) on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this flexibility, resolution 21 seeks to renew the authority obtained at last year's annual general meeting. It is intended that a shorter notice period will not be used as a matter of routine for general meetings, but only if the flexibility would be helpful given the business of the meeting and where the Board thinks it is in the interest of shareholders as a whole. If the resolution is passed, the authority will be effective until the annual general meeting in 2019, when it is intended that a similar resolution will be proposed.

The Company offers the facility for shareholders to vote and appoint proxies by electronic means. This is accessible to all shareholders and would be available if the Company were to call meetings on 14 clear days' notice.



# Information for Shareholders

## Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the AGM and the number of votes which may be cast at the AGM, will be determined by reference to the Register of Members of the Company at 6.00pm on the day which is two working days before the day of the AGM. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

## Voting procedures

2. In line with best practice, **all resolutions at the 2018 AGM will be taken on a poll vote**. This will result in a more accurate reflection of the view of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the AGM but who appoint a proxy for the AGM. On a poll, each shareholder has one vote for every share held. Shareholders who attend the AGM will still have the opportunity to ask questions and form a view on any points raised before voting on each resolution. The results will be published on our website at [www.halma.com](http://www.halma.com) and will be released to the London Stock Exchange as soon as possible following the AGM.

## Appointment of proxies

3. A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf at the AGM. A proxy need not be a shareholder of the Company. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in paragraph 11) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
4. A Proxy Form which may be used to make such appointment and give proxy instructions has been sent to all shareholders (except those who have elected to receive notice via e-mail, who should refer to paragraph 6).
5. In order to be valid, an appointment of proxy or proxies must be completed and returned, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy of such authority, by one of the following methods:
  - (a) in hard copy form by post, courier or by hand, to the Company's Registrar, Computershare Investor Services PLC;
  - (b) alternatively, shareholders who have received a Proxy Form may appoint a proxy or proxies electronically via the Registrar's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) using the Control Number, Shareholder Reference Number (SRN) and PIN; or
  - (c) in the case of CREST members, by using the CREST electronic proxy appointment service (as set out in paragraph 11);in each case so that it is received no later than 10.30 am on 17 July 2018, being not less than 48 hours before the time fixed for the AGM.
6. Shareholders who have elected to receive notice via e-mail may appoint a proxy or proxies electronically via the Registrar's website, [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) using the Control Number, the Shareholder Reference Number (SRN) and PIN. Electronic proxy appointments must be received no later than 10.30 am on 17 July 2018.
7. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names appear in the Register of Members.

8. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If in such case a shareholder wishes to appoint more than one proxy, the shareholder should photocopy the Proxy Form and indicate in the box, next to the proxy's name, the number of shares in relation to which the shareholder authorises him/her to act as the shareholder's proxy.

## Nominated persons

9. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the 2006 Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 3 to 8 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company, in exercising one of its powers under the 2006 Act, writes to you directly for a response.

## CREST electronic proxy appointment

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. 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 Euroclear UK & Ireland 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 is 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, Computershare Investor Services PLC (ID 3RA50), by the latest time(s) for receipt of proxy appointments set out in paragraph 5. 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 Euroclear UK & Ireland 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 a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be 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.

#### Corporate representatives

12. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a shareholder provided that no two or more do so in relation to the same shares.

#### Audit concerns

13. Section 527 of the 2006 Act allows shareholders who meet the threshold requirements of that section to require the Company to publish a statement on its website setting out any matter relating to:
  - (a) the audit of the Company's accounts to be laid at the meeting (including the Auditor's Report and the conduct of the audit); or
  - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

#### Shareholders' right to ask questions

14. Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

#### Issued shares and total voting rights

15. As at 11 June 2018 (the latest practicable date prior to the publication of the Notice of Meeting), the Company's issued share capital consisted of 379,645,332 ordinary shares. As at that date the Company held 3,990 shares in treasury. Therefore, after excluding treasury shares, the total number of voting rights in the Company as at 11 June 2018 is 379,641,342.

#### Documents on display

16. Copies of the following documents will be available for inspection during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) at the Company's registered office and at the offices of the Company's solicitors, CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF, from the date of the above Notice of Meeting until 19 July 2018 and at No.11 Cavendish Square from 9.30 am on the day of the AGM until the close of the AGM:
  - copies of service contracts or appointment letters (as applicable) of the Company's executive and non-executive Directors;
  - copies of Directors' Deeds of Indemnity; and
  - the Articles of Association of the Company.

#### Electronic publication

17. A copy of this Notice of Meeting, and any other information required by Section 311A of the 2006 Act, can be found on the Company's website at [www.halma.com](http://www.halma.com).

#### Electronic addresses

18. Shareholders are advised that they may not use any electronic address provided in this Notice of Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purpose other than those expressly stated.

#### AGM arrangements

19. Registration will open at 9.30 am and beverages will be available until the commencement of the AGM at 10.30 am. If you have a disability and require assistance at the AGM, contact a member of the Company Secretarial team by telephone on 01494 721111 or by e-mail to [cosec@halma.com](mailto:cosec@halma.com). Anyone accompanying a shareholder who is in a wheelchair or otherwise in need of assistance will be admitted to the AGM.

