



# Halma

## NOTICE OF ANNUAL GENERAL MEETING 2020

**This year's Annual General Meeting will be held by telephone conference on Friday, 4th September 2020 at 12 noon**

**In light of the COVID-19 pandemic, the meeting will be run as a closed meeting and shareholders must not attend in person. Shareholders are strongly encouraged to vote in advance.**

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').

In light of the COVID-19 pandemic and the current guidance and legislation issued by the UK Government to reduce the spread of COVID-19, this year's AGM will be run as a closed meeting. Only a small number of Directors and other employee shareholders will be permitted to attend the AGM to satisfy the minimum quorum requirements as stated in the Company's Articles of Association. The format of the meeting will be purely functional. All other shareholders should not attempt to attend the AGM in person.

The Board recognises the importance of the AGM to shareholders and all shareholders are urged to vote. As the AGM will be run as a closed meeting, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy. The appointment of any person other than the Chairman of the meeting would result in your votes not being cast, as third party proxies will not be permitted to attend the AGM.

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 2020 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 2020 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 2020 by visiting the Halma website at [www.halma.com](http://www.halma.com).

### **Shareholder engagement**

While the lack of a physical AGM prevents us from engaging with shareholders face-to-face this year, the Board and Company personnel remain available throughout the year to respond to any questions that you may have. Institutional investors are in regular dialogue with our Head of Investor Relations and the executive Directors through cyclical investor events and meetings.

All shareholders are invited to submit any questions regarding the formal business of the AGM via email to [AGM@halma.com](mailto:AGM@halma.com). Shareholder questions will be answered as soon as reasonably practicable and, for responses received by 12 noon on 2 September 2020, the questions will be grouped thematically and the responses made publicly available on our website before the AGM.

The results of the AGM 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.

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the AGM of Halma plc will be held by telephone conference on Friday, 4 September 2020 at 12 noon 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 2020.

## Dividend

- 2 To declare a final dividend of 9.96p per share for the year ended 31 March 2020, payable on 1 October 2020 to shareholders on the Register of Members at the close of business on 28 August 2020.

## Remuneration Report

- 3 To approve the Remuneration Report for the year ended 31 March 2020 as set out on pages 77 to 95 of the Annual Report and Accounts 2020.

## Directors

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

## Auditor

- 14 To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company.
- 15 To authorise the Directors, acting through the Audit Committee, to determine the remuneration of the Auditor.

## Authority to allot shares

- 16 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 2021 and (ii) 30 September 2021 (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 had not expired.

## Political donations

- 17 That, in accordance with Sections 366 and 367 of the 2006 Act, the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to:
  - a. make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
  - b. make political donations to political organisations, other than political parties, not exceeding £100,000 in total; and
  - c. incur political expenditure not exceeding £100,000 in total, (as such terms are defined in Part 14 of the 2006 Act) during the period beginning on the date of the passing of this resolution and ending on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2021 and (ii) 30 September 2021, provided that the aggregate amount of all political donations and political expenditure made or incurred under paragraphs a., b. and c. above shall not exceed £100,000 in total.

To consider and, if thought fit, pass the following resolutions 18 to 22 as special resolutions:

## Disapplication of pre-emption rights

- 18 That, subject to the passing of resolution 16, the Directors be given power to allot equity securities (as defined in Section 560 of the 2006 Act) of the Company for cash under the authority given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash 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. the allotment of equity securities and/or sale of treasury shares pursuant to the terms of any share scheme for employees approved by the Company in a general meeting;
  - b. the allotment of equity securities and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities: (i) to ordinary shareholders on a fixed record date where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, 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, the allotment of equity securities and/or sale of treasury shares, 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 16 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 16 and in addition to any authority granted under resolution 18, the Directors be given power to allot equity securities (as defined in Section 560 of the 2006 Act) of the Company for cash under the authority given by resolution 16 and/or to sell equity securities held as treasury shares for cash, 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 the allotment of equity securities and/or sale of treasury shares 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 of the original transaction taking place) 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 of Meeting;

and shall expire (unless previously renewed, revoked or varied) when the authority contained in resolution 16 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.

### **Authority to purchase own shares**

20 That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (as defined in Section 693(4) 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 purchased 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 an ordinary share is the higher of (i) an amount equal to 105% of the average market value of an ordinary share (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out at the relevant time; and
- c. the minimum price which may be paid for an ordinary share (excluding expenses) is the nominal value of an ordinary share;

and the authority hereby conferred shall expire (unless such authority is renewed prior to such time) on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2021 and (ii) 30 September 2021, save that the Company may before such expiry enter into a contract for the purchase of ordinary shares which would or might be completed wholly or partly after such expiry and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not expired.

### **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.

### **Adoption of new Articles of Association**

22 That the Articles of Association as produced to the meeting and initialled by the Chairman (for the purpose of identification) be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from the conclusion of the AGM.

### **Recommendation**

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

By order of the Board

### **Mark Jenkins**

Company Secretary  
17 July 2020

Registered office:

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

## Notes on the Resolutions

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 22 will be proposed as special resolutions which require at least 75% 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 2020).

### Resolution 2 – Dividend

This resolution seeks authority for the Company to pay a final dividend of 9.96p per share to shareholders for the financial year ended 31 March 2020, as recommended by the Directors. If approved the dividend will be paid on 1 October 2020 to shareholders on the Register of Members at the close of business on 28 August 2020.

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 10 September 2020.

### Resolution 3 – Remuneration Report

Section 439 of the 2006 Act requires that the Remuneration Report is put to a vote of shareholders at each general meeting at which accounts of the Company are presented. The Remuneration Report is set out on pages 77 to 95 of the Annual Report and Accounts 2020. In accordance with the 2006 Act, the vote on this resolution is advisory and no remuneration is conditional on this resolution being passed.

### Resolutions 4 to 13 – Directors

The Company's Articles of Association require that each Director retire at the AGM unless they were elected or re-elected as a Director at either of the last two annual general meetings before the meeting. However, in accordance with the UK Corporate Governance Code, the Board has decided that all Directors be subject to re-election at each annual general meeting.

All of the Directors seeking re-election have been subject to a performance evaluation. Based on that evaluation, it is considered that each Director continues to be effective and demonstrates the level of commitment required in connection with their role and the needs of the business. The Board, on the recommendation of the Nomination Committee, supports the re-election of each of the Directors.

It is the Board's view that each Director's contribution is, and continues to be, important to the Company's long-term sustainable success, as described in each Director's biography set out below.

## Biographies

### Paul Walker Chairman



#### Appointed:

April 2013 (July 2013 as Chairman)

#### Career and experience:

Paul gained extensive management, operational, financial and technology sector experience in his executive career as Chief Executive Officer of The Sage Group plc from 1994 to 2010, having previously been its Finance Director and Chief Financial Controller. Paul has held several board positions including as non-executive Director at Diageo plc, Mytravel Group plc, Sophos Group plc and Experian plc. He provides strong leadership to the Board and is committed to robust corporate governance and stakeholder engagement. Paul qualified as a Chartered Accountant with Ernst & Young.

#### Current appointments:

Ashtead Group plc, non-executive Chairman

### Andrew Williams Group Chief Executive



#### Appointed:

July 2004 (February 2005 as Group Chief Executive)

#### Career and experience:

Andrew joined Halma in 1994 as Manufacturing Director of an operating company, becoming its Managing Director in 1997. He joined Halma's Executive Board in 2002 and was appointed as Group Chief Executive in 2005. Andrew has proven his ability to grow and acquire companies globally while evolving the Group portfolio for sustainable growth and high returns. He brings clear strategic leadership to the Board and has a deep understanding of the operating companies and the Group's stakeholders. He is a Chartered Engineer.

#### Current appointments:

Capita plc, non-executive Director

Cardiff Blues Limited, non-executive Director

#### Committee Membership

- A** Audit Committee
- N** Nomination Committee
- R** Remuneration Committee
- Chairman of Committee
- Member of Committee

**Marc Ronchetti**  
**Chief Financial Officer**

**Appointed:**

July 2018

**Career and experience:**

Marc joined Halma in 2016 as Group Financial Controller. He was previously Finance Director of the UK operations of Wolseley plc (now Ferguson plc) and prior to that held various group and divisional roles at Inchcape plc. Marc has gained commercial and financial experience across a range of senior finance roles focused on driving operational performance through financial insights. Marc qualified as a Chartered Accountant with PricewaterhouseCoopers.

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

**Appointed:**

September 2016

**Career and experience:**

Jennifer joined the Halma Executive Board in March 2014 and has global responsibility for talent and culture as well as internal and external communications and brand across Halma. Prior to joining Halma as Group Talent Director, Jennifer spent over 15 years leading Human Resources, Talent and Organisational Development for divisions of PayPal, Bank of America and Honeywell. Jennifer brings a wealth of experience to the Board to ensure we secure and develop talent ahead of our growth needs and build a sustainable culture of high performance.

**Adam Meyers**  
**Sector Chief Executive, Safety**

**Appointed:**

April 2008

**Career and experience:**

Adam became a member of the Halma Executive Board in 2003, as a Divisional Chief Executive and served as, Sector Chief Executive – Medical and Environmental until September 2019, having joined Halma in 1996 as President of Bio-Chem Valve. He was appointed Sector Chief Executive, Safety on an interim basis on 1 July 2020 pending the appointment of a permanent successor. Adam has considerable experience and deep knowledge of Halma and the regulated markets in which it operates. He has led the acquisition of several companies in the Medical and Environmental & Analysis sectors. Adam is a Systems Engineering graduate of the University of Pennsylvania.

**Tony Rice**  
**Senior Independent Director**



**Appointed:**

August 2014 (July 2015 as Senior Independent Director)

**Career and experience:**

Tony has held senior management positions at a number of UK listed companies, spanning a range of sectors, and has extensive board level experience in companies operating internationally and in regulated industries. He was Chief Executive Officer at Cable & Wireless Communications plc and Tunstall plc and held a number of senior roles at BAE Systems plc. Tony has served as a non-executive Director of Spirit Pub Company plc, where he was Senior Independent Director and Remuneration Committee Chairman. Tony brings a wealth of UK listed company experience to his role as Senior Independent Director.

**Current appointments:**

Dechra Pharmaceuticals plc, Chair  
Ultra Electronics Holdings plc, Chair  
Whittington Hospital Trust, non-executive Director

**Carole Cran**  
**Independent non-executive Director**



**Appointed:**

January 2016

**Career and experience:**

Carole was Chief Financial Officer of Aggreko plc until December 2017, prior to which she held a number of senior finance roles within that group. Previously, she worked at BAE Systems plc in a range of senior financial positions, which included four years in Australia. Carole commenced her career in the audit division of KPMG where she qualified as a Chartered Accountant. Carole has extensive financial experience and has a strong focus on governance and risk.

**Current appointments:**

Forth Ports Limited, Chief Financial Officer

## Notes on the Resolutions

### Continued

#### Jo Harlow Independent non-executive Director



##### Appointed:

October 2016

##### Career and experience:

Jo has significant international experience, gained most recently as Corporate Vice President of the Phones Business Unit at Microsoft. She previously worked at Nokia as Executive Vice President of Smart Devices. Before her move into consumer electronics, Jo worked in strategic marketing at Reebok and Procter & Gamble. Jo brings a wealth of expertise to the Board in digital, technology, sales and marketing. She is Chair of Remuneration Committee at InterContinental Hotels Group plc and is a member of the Remuneration Committee at J Sainsbury plc.

##### Current appointments:

InterContinental Hotels Group plc, non-executive Director  
J Sainsbury plc, non-executive Director  
Ceconomy AG, Member of the Supervisory Board

#### Roy Twite Independent non-executive Director



##### Appointed:

July 2014

##### Career and experience:

Roy is Chief Executive of IMI plc, having been appointed to the IMI Board in February 2007. During his career with IMI, Roy has held several senior management roles including Managing Director of IMI Norgren UK (2001), President of IMI Hydronic Engineering (2004), President of Retail Dispense (2007) and President of IMI Precision Engineering (2009) and Divisional Managing Director of IMI Critical Engineering (2011). Roy brings wide-ranging knowledge of the engineering sector along with extensive management and operational experience.

##### Current appointments:

IMI plc, Chief Executive

#### Committee Membership

- A** Audit Committee
- N** Nomination Committee
- R** Remuneration Committee
- Chairman of Committee
- Member of Committee

#### Daniela Barone Soares Independent non-executive Director



##### Appointed:

November 2011

##### Career and experience:

Daniela began her career in the private equity and investment banking sectors working at BancBoston Capital, Goldman Sachs and Citibank. Daniela was CEO of venture philanthropy organisation Impetus – The Private Equity Foundation and held senior roles at Save the Children UK. Daniela has considerable global knowledge of capital markets and sustainability, and has successfully led ventures with government institutions.

##### Current appointments:

Snowball Investment Management, CEO  
Gove Digital, Chair  
Evora S.A, non-executive Director  
Trustee, The Haddad Foundation



#### **Resolution 14 – 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 general meeting at which accounts are presented and the Directors are proposing the reappointment of PricewaterhouseCoopers LLP as the Company's Auditor.

#### **Resolution 15 – Auditor's remuneration**

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

#### **Resolution 16 – Authority to allot shares**

The purpose of this resolution is to renew the Directors' authority to allot shares.

This resolution would allow the Directors to allot shares and grant rights to subscribe for or convert any securities into shares up to an aggregate nominal 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 17 July 2020 (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 2021 and (ii) 30 September 2021. Passing this resolution will give the Directors flexibility to act in the best interests of shareholders, when opportunities arise. The Directors have no current plans to make use of this authority.

The Company does not currently hold any shares in treasury.

#### **Resolution 17**

Under the 2006 Act, political donations exceeding £5,000 in aggregate in any 12 month period to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. The Company does not, directly or through any subsidiary, make political donations or incur political expenditure within the ordinary meaning of those words and the Directors have no intention of using the authority for that purpose. The authority being requested from shareholders is not designed to change this. However, the definitions used in the 2006 Act are very broad and, as a result, it is possible that normal business activities (commonly accepted as a way of engaging with stakeholders to ensure that issues and concerns which are important to the Company are addressed) may be caught by the legislation. Activities of this nature are not designed to support any political party or to influence public support for a particular party. This resolution is proposed to ensure that the Company and its subsidiaries do not, because of any uncertainty due to the broad nature of the definitions under the 2006 Act, unintentionally commit any technical breach of the 2006 Act.

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

Resolutions 18 and 19, which will be proposed as special resolutions, would give the Directors the power to allot shares (or sell treasury shares) for cash, without first offering them to existing shareholders in proportion to their current holdings.

The power in resolution 18 would be limited (i) to allotments or sales pursuant to the terms of any share scheme for employees approved by the Company in a general meeting; (ii) to allotments or sales under resolution 16 in connection with pre-emptive offers; or (iii) otherwise to allotments or sales up to an aggregate nominal amount of £1,890,000 (representing 18,900,000 ordinary shares), which represents approximately 5% of the Company's issued share capital as at 17 July 2020 (being the latest practicable date prior to the publication of the Notice of Meeting).

The effect of resolution 19 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 17 July 2020.

In accordance with the Pre-Emption Group's Principles, the Directors confirm that the authority under resolution 19 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 2021 and (ii) 30 September 2021.

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 without prior consultation with shareholders.

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

The Directors were authorised at the 2019 annual general meeting to purchase up to 37,900,000 of the Company's own 10p ordinary shares in the market. This authority expires on 31 August 2020. 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 2021 and (ii) 30 September 2021, 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 17 July 2020 (the latest practicable date prior to the publication of the Notice of Meeting).

The Directors have no present intention of exercising the authority to make market purchases. However, the Directors consider it desirable that the possibility of making such purchases, under appropriate circumstances, is available. 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 to be used to satisfy awards made under employee share plans, and such purchases are considered to be in the best interests of shareholders generally.

Any shares purchased under the authority would be either held as treasury shares or cancelled. As at 17 July 2020 there were no options outstanding to subscribe for ordinary shares. The Company does not currently hold any shares in treasury.

## Notes on the Resolutions

### Continued

#### Resolution 21 – Notice of general meetings

Under the 2006 Act, the notice period for general meetings is 21 clear days' notice 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.

Resolution 21 seeks to renew the authority obtained at last year's annual general meeting allowing the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice. 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 2021, 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 a meeting on 14 clear days' notice.

#### Resolution 22 – Adoption of new Articles of Association

The purpose this resolution is to adopt amended Articles of Association, principally in order to reflect developments in market practice among similar large listed companies and some minor changes of a clarifying nature. The Proposed new articles of association ('New Articles'), and the Company's existing articles of association ('Existing Articles'), will be available for inspection at the AGM and on the Company's website ([www.halma.com](http://www.halma.com)). To summarise the principal changes, the New Articles:

- (i) require the Directors to retire (and should they wish to remain in office, seek re-election) at each annual general meeting;
- (ii) amend the position in relation to untraced shareholders and the procedure to be followed to permit the Company to sell shares belonging to an untraced shareholder after sending a notice to such shareholder's last known address, by requiring the Company to use reasonable efforts to trace the shareholder, rather than requiring the Company to take out two newspaper advertisements, and providing that money from the sale of the shares of an untraced shareholder will be forfeited if not claimed after two years, rather than six years;
- (iii) reduce the period after which an unclaimed dividend is forfeited from twelve years to six years;
- (iv) reduce the quorum for general meetings from three members to two and provide that a poll may be demanded by at least five persons present and entitled to vote on a resolution, rather than three such persons;

- (v) permit the Company to hold hybrid shareholder meetings (i.e. where there is both a physical place of meeting and an electronic facility to allow shareholders to attend and participate remotely); and

- (vi) allow the Company to give notice of any changes to the arrangements for shareholder meetings (including the introduction or change of any electronic facilities) in any manner it considers appropriate, rather than requiring the Company to advertise the change in a national newspaper.

It should be noted that the change described in (i) reflects the requirements of the UK Corporate Governance Code and the Company's existing practice.

The changes described in (ii), (iii) and (iv) reflect market practice, and in respect of (ii) and (iii) provide the Company with appropriate flexibility when dealing with untraced shareholders and unclaimed dividends. 'Reasonable efforts' to trace a shareholder, as referred to in (ii) above, may include, if considered appropriate, the Company engaging a professional asset reunification company or other tracing agent to search for a shareholder who has not kept their details up-to-date.

The changes described in (v) and (vi) provide the Board greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the COVID-19 pandemic. In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held solely by electronic means, so a physical meeting will still be required. In deciding whether to hold a hybrid general meeting in the future, the Company will have regard to the views and stance of shareholders and institutional governance bodies at the relevant time.

Other changes which are of a minor, technical or clarifying nature or which have been made to remove provisions in the Existing Articles which duplicate English company law are not noted.



### Entitlement to attend and vote

1. Entitlement to 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 close of business on the day which is two working days before the day of the AGM (or, in the event of any adjournment, the date which is two days before the time of the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day). Changes to entries on the Register of Members after that time shall be disregarded for the purpose of determining the rights of any person to vote at the AGM.

As the AGM is a closed meeting, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy.

### Voting procedures

2. In line with best practice, all resolutions at the 2020 AGM will be taken on a poll vote. On a poll, each shareholder has one vote for every share held. The Directors believe a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account. 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. As the AGM is a closed meeting, shareholders are strongly encouraged to appoint the Chairman of the meeting as your proxy.
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 email, who should refer to paragraph 6).
5. In order to be valid, an appointment of proxy 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 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 12 noon on 2 September 2020 (or, in the event of any adjournment, not less than 48 hours before the time fixed for the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day).

6. Shareholders who have elected to receive notice via email may appoint a proxy 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 12 noon on 2 September 2020 (or, in the event of any adjournment, not less than 48 hours before the time fixed for the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day).
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 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. If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same AGM, the appointment of the proxy which is last received (regardless of its date or the date of its signature) shall be treated as replacing the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
9. Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12 noon on 2 September 2020 in order to be considered valid (or, in the event of any adjournment, not less than 48 hours before the time fixed for the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day). Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

#### Nominated persons

10. 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

11. CREST members who wish to appoint a proxy 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.
12. 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

13. 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

14. 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

15. Shareholders are invited to submit questions regarding the formal business of the meeting by email to AGM@halma.com by 12 noon Wednesday, 2 September 2020. Shareholder questions will be grouped thematically and the responses made available on our website before the AGM.
16. Under Sections 338 and 338A of the 2006 Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at that meeting; and/or (ii) to include in the business to be dealt with at that meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company no later than 22 July 2020, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### Issued shares and total voting rights

17. As at 17 July 2020 (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 and therefore the total number of voting rights in the Company as at 17 July 2020 is 379,645,332. The Company does not currently hold any shares in treasury.

### Documents on display

18. 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 from the date of this Notice of Meeting until the close of the AGM:
- copies of service contracts or appointment letters (as applicable) of the Company's executive and non-executive Directors;
  - the Existing Articles of the Company; and
  - the New Articles of the Company.

### Electronic publication

19. 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

20. 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.

### Privacy notice

21. The Company collects and processes information provided by or on behalf of shareholders. This information will include personal data such as names, contact details, votes cast, and any pre-submitted questions. The Company may use this personal information for the purpose of compiling and updating its records, fulfilling its legal obligations, processing rights exercised by shareholders, answering questions and contacting shareholders with information relating to their shareholdings. The Company may also engage a third party to do this on its behalf (e.g. its Registrar, Computershare Investor Services PLC).

