



# Halma

## NOTICE OF ANNUAL GENERAL MEETING 2021

**This year's Annual General Meeting will be held at Misbourne Court, Rectory Way, Amersham, Buckinghamshire, HP7 0DE, and electronically by live broadcast, on Thursday, 22 July 2021, at 12 noon ('AGM')**

The Company continues to monitor the UK Government public health guidance and legislation relating to the COVID-19 pandemic. Whilst at the date of this Notice of Meeting, some restrictions on public gatherings and social distancing measures remain in place, under the UK Government's roadmap out of lockdown as announced on 22 February 2021, at the date the AGM is due to be held, the UK Government's intention is to have removed all legal limits on social contact, allowing public gatherings such as the AGM to take place. However, given the continuing uncertainty regarding the easing of such public health restrictions, and mindful of the health and wellbeing of our shareholders and employees, we propose to hold this year's AGM as a combined physical and electronic meeting via a live webcast (a 'hybrid format').

Accordingly, we expect only a small number of Directors and the Company Secretary to attend the AGM in person. Although we expect attendance in person at the AGM to be possible, in light of the ongoing COVID-19 situation and the uncertainties regarding future developments, we strongly encourage shareholders not to attend the AGM in person. Shareholders can instead attend and participate in the AGM virtually via a live webcast, where they will be able to vote electronically and ask questions. Details of how to attend virtually can be found on page 12.

If the UK Government measures at the time of the AGM permit attendance in person by shareholders, any shareholders who wish to attend are strongly encouraged to advise the Company at least 48 hours in advance of the AGM at [AGM@halma.com](mailto:AGM@halma.com). Any such confirmation however shall not provide a guarantee that admittance to the AGM will be permitted where to do so would be in breach of UK Government measures and/or where there is the need to protect the health and wellbeing of shareholders and employees.

The following COVID-19 safe measures will be in place on the day of the AGM, including but not limited to: guests not being permitted entrance to the AGM; no circulation of shareholders or Directors before or after the meeting; face masks to always be worn; and refreshments not being served before or after the meeting.

This Notice of Meeting sets out the resolutions that shareholders are being asked to consider and vote on at the AGM of Halma plc (the 'Company').

The Board recognises the importance of the AGM to our investors and all shareholders are urged to vote. Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy, particularly if you do not propose to attend the AGM electronically.

The appointment of any person other than the Chair of the meeting may result in your votes not being cast, as third-party proxies may not be permitted to attend the AGM, subject to the Government restrictions then in place.

You can vote on the resolutions put to shareholders at the AGM either online, by post, or electronically at the virtual meeting as follows:

**Online:** if you have accessed this Notice of Meeting 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 2021 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.

**Electronically:** details of how to vote electronically at the AGM can be found on page 12.

Please note that a printed copy of the Annual Report and Accounts 2021 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 2021 by visiting the Halma website at [www.halma.com](http://www.halma.com).

### Shareholder engagement

While our preference would be to welcome shareholders in person at the AGM, given the ongoing uncertainties regarding the UK Government measures that may be in place at the time of the AGM, the hybrid format will ensure that shareholder engagement is not compromised and a wider group of shareholders can participate, and vote in real-time, at the AGM.

In addition, 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 questions received by 12 noon on 20 July 2021, the questions will be grouped thematically and the responses made publicly available on our website before the AGM.

The results of the voting on all resolutions at the AGM will be released to the London Stock Exchange plc and published on the Company's website as soon as possible after the AGM.

The COVID-19 situation is constantly evolving and the UK Government may change the measures in place relating to the holding of general meetings. The Company will continue to monitor public health guidance and legislation issued by the UK Government. Should it become necessary to revise the current arrangements for the AGM, the Company will communicate any such changes to shareholders through a Regulatory Information Service and through the Company's website at [www.halma.com](http://www.halma.com). Shareholders are advised to check the Company's website regularly for updates.

### 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 stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

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 annual general meeting of Halma plc will be held at Misbourne Court, Rectory Way, Amersham, Buckinghamshire, HP7 0DE, on Thursday, 22 July 2021, 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 2021.

## Dividend

- 2 To declare a final dividend of 10.78p per share for the year ended 31 March 2021, payable on 12 August 2021 to shareholders who are on the Register of Members as at the close of business on 9 July 2021.

## Remuneration Report

- 3 To approve the Remuneration Report for the year ended 31 March 2021 as set out on pages 129 to 139 of the Annual Report and Accounts 2021.

## Remuneration Policy

- 4 To approve the Remuneration Policy as set out on pages 122 to 128 of the Annual Report and Accounts 2021 to take effect immediately after the conclusion of the meeting.

## Directors

- 5 To elect Dame Louise Makin as a Director of the Company.
- 6 To elect Dharmash Mistry as a Director of the Company.
- 7 To re-elect Carole Cran as a Director of the Company.
- 8 To re-elect Jo Harlow as a Director of the Company.
- 9 To re-elect Tony Rice as a Director of the Company.
- 10 To re-elect Marc Ronchetti as a Director of the Company.
- 11 To re-elect Roy Twite as a Director of the Company.
- 12 To re-elect Jennifer Ward as a Director of the Company.
- 13 To re-elect Andrew Williams as a Director of the Company.

## Auditor

- 14 To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company, to hold office until the conclusion of the next annual general meeting 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 2022 and (ii) 22 October 2022 (unless previously renewed, varied or revoked by the Company in general meeting), 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 by this resolution 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 2022 and (ii) 22 October 2022, 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 21 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 that this authority shall expire (unless previously renewed, revoked or varied by the Company in general meeting) when the authority conferred on the Directors 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 and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

#### **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 that this authority shall expire (unless previously renewed, revoked or varied by the Company in general meeting) when the authority conferred on the Directors 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 and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

#### **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 by the Company in general meeting prior to such time) on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2022 and (ii) 22 October 2022, 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.

#### **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  
10 June 2021

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

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 to be passed. Resolutions 18 to 21 will be proposed as special resolutions which require at least 75% of the votes to be cast in favour of each resolution to be passed.

### Resolution 1 – Annual Report and Accounts

The Directors are required by the 2006 Act 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 2021).

### Resolution 2 – Final Dividend

This resolution seeks authority for the Company to pay a final dividend of 10.78p per share to shareholders for the financial year ended 31 March 2021, as recommended by the Directors. If approved, the dividend will be paid on 12 August 2021 to shareholders on the Register of Members at the close of business on 9 July 2021.

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 22 July 2021.

### 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 129 to 139 of the Annual Report and Accounts 2021. In accordance with the 2006 Act, the vote on this resolution is advisory and no remuneration is conditional on this resolution being passed.

### Resolution 4 – Remuneration Policy

In accordance with Section 439A of the 2006 Act, the Remuneration Policy is subject to a binding shareholder vote by ordinary resolution at least once every three years. The current Remuneration Policy was approved by shareholders at the annual general meeting in 2018. Shareholders are being asked to approve the Remuneration Policy which forms part of the Remuneration Report. Full details of the new Remuneration Policy (the 'New Policy') are set out on pages 122 to 128 of the Annual Report and Accounts 2021. If approved, the New Policy will become effective immediately following the conclusion of the AGM. If the New Policy is not approved, the current Remuneration Policy shall continue in effect. A remuneration policy will be put to shareholders again no later than the 2024 annual general meeting.

The current Remuneration Policy was approved by shareholders at the 2018 AGM with a vote of over 97% in favour. The focus areas of the Remuneration Policy review leading up to this AGM were to implement changes in line with updates to the UK Corporate Governance Code, and to ensure that Halma's executive pay structure is aligned with stakeholder experience and reflects the Company's historical growth and future growth potential.

As the Company has grown significantly and has actively diversified its portfolio of companies and business models, the scale, scope and complexity of Group, sector and operating company leadership roles have also grown significantly.

Accordingly, there has been significant investment over recent years in high performers and the recruitment of new talent globally to ensure the Company has the appropriate capabilities to fulfil its growth ambitions. Consequently, the Company has made significant amendments to remuneration below Board level to attract and retain high calibre talent. At the same time, the Company has been conservative with executive Director remuneration, with the Company's pay remaining aligned with the FTSE 250 benchmark. Retention risk has become acute, as the Company has seen two members of the Executive Board leave the business; one to become a Chief Executive Officer at a FTSE 250 company and the other to join a private equity business. The Remuneration Committee is also concerned that effective succession planning for the Group Chief Executive and other executive Director roles is not possible unless the Company offers an appropriate remuneration package for its size, complexity and growth trajectory. As such, the Remuneration Committee has concluded that the proposed new Remuneration Policy must address these matters.

The Remuneration Committee engaged with shareholders representing circa 50% of the Company's issued share capital along with proxy advisory agencies, to take the time to consider and fully understand the remuneration proposals. The constructive feedback received through two rounds of shareholder consultation helped shape the Remuneration Committee's thinking and the development of the proposed Remuneration Policy. The key changes to the current Remuneration Policy are set out below:

- a. Pensions – pension contributions of the executive Directors will be aligned with those of the wider workforce by the end of the calendar year 2022 by reducing the level of pension paid to the executive Directors and increasing pension levels for the wider workforce;
- b. Incentive maximums – there will be a re-calibration of the incentive quantum to align with the FTSE 100, (excluding financial services companies), with increases to maximum opportunity under the annual bonus (from 150% to 200% of salary for the Group Chief Executive and 180% for other executive Directors) and Executive Share Plan (from 200% to 300% of salary for the Group Chief Executive, 175% to 250% of salary for the Chief Financial Officer, and 150% to 200% of salary for the Group Talent, Culture and Communications Director);
- c. Shareholding guidelines – shareholding guidelines will increase to align with revised incentive quantum;
- d. Post-cessation shareholding guidelines – a two-year post-cessation shareholding requirement will be introduced at the lower of the share ownership guidelines or actual shareholding; and
- e. Performance measures and ESG – the current flexibility to amend the annual bonus will be extended to the long-term incentive plan in the New Policy, ensuring that ESG can be incorporated in the future in the annual bonus and/or the long-term incentives.

Both the Remuneration Committee and the Board are satisfied that these proposals to amend our Remuneration Policy serve to align our executives to the delivery of the Company's growth strategy and to promote long-term sustainable value creation for shareholders.

## Resolutions 5 to 13 – Election and Re-Election of Directors

The Company's Articles of Association require that each Director retire at the annual general meeting and seek re-election.

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 election and 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

### Dame Louise Makin Independent non-executive Director, Chair Designate

**Appointed:**  
February 2021

#### Career and experience:

Louise is an experienced executive and board director, having led businesses across multiple sectors. She was the Chief Executive Officer of BTG plc, the international specialist healthcare company, from 2004 to 2019. Louise led the transformation of the company through a combination of organic growth and acquisitions, and significantly increased its market capitalisation before its sale in 2019. She previously served as a non-executive Director of Premier Foods plc and Woodford Patient Capital Trust plc, and as a director of several not-for-profit organisations. Louise will replace Paul Walker as Chair at the conclusion of the 2021 AGM and brings a wealth of leadership and international experience to the Board.

#### Current appointments:

Atotech Ltd, non-executive Director  
Intertek Group plc, non-executive Director  
(until 30 June 2021)

N R

### Dharmash Mistry Independent non-executive Director

**Appointed:**  
April 2021

#### Career and experience:

Dharmash is an experienced technology venture capitalist, entrepreneur and non-executive director. He was formerly a Partner at Balderton & Lakestar, an executive at Emap PLC and worked earlier in his career at The Boston Consulting Group and as a Brand Manager at Procter & Gamble. Dharmash is founder of blow LTD, which he now chairs, and has served as a non-executive director at Hargreaves Lansdown PLC and Dixons Retail PLC.

#### Current appointments:

blow LTD, Chair  
British Business Bank, non-executive Director  
BBC Commercial Holdings, non-executive Director

A N R

### 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

A N R

### 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 the Remuneration Committee at InterContinental Hotels Group plc, and Chair of the Corporate Responsibility & Sustainability Committee, and 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

A N R

## Committee Membership

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



## Notes on the Resolutions

### Continued

#### **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 Chair. 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

#### **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.

#### **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

#### **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.

#### **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. Andrew served as a non-executive Director of Capita plc from January 2015 until May 2021.

##### **Current appointments:**

Cardiff Blues Limited, non-executive Director

#### **Committee Membership**

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

#### **Resolution 14 – Re-appointment of Auditor**

The Company is required under the 2006 Act 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 for the next financial year.

#### **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 10 June 2021 (being 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 2022 and (ii) 22 October 2022. 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 – Political Donations and Expenditure**

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 of 10 pence each), which represents approximately 5% of the Company's issued share capital as at 10 June 2021 (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 10 June 2021.

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 2022 and (ii) 22 October 2022.

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 2020 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 conclusion of the 2021 annual general meeting. 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 2022 and (ii) 22 October 2022, 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 10 June 2021 (being 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. 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 the 2020 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 2022, 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.



### Entitlement to attend and vote

1. Entitlement to attend, speak and vote at the annual general meeting ('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 20 July 2021 (or, in the event of any adjournment of the AGM, close of business on 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 the relevant deadline shall be disregarded for the purpose of determining the rights of any person to attend and vote at the relevant meeting.

Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy, particularly if you do not propose to attend the AGM electronically. Shareholders and proxies (other than the Directors at the meeting) are strongly encouraged not to attend the meeting in person. Instead, shareholders can participate in the AGM virtually via a live webcast, where they will be able to vote and ask questions. Further information on how to attend the meeting virtually can be found on page 12. The Company will, however, ensure that the legal requirements to hold the meeting are met by the attendance of a minimum number of shareholders to form a quorum.

### Voting procedures

2. In line with best practice, all resolutions at the 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 plc 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 one or more proxies to exercise all or any of a shareholder's rights at the AGM. A proxy does not need to be a shareholder of the Company. As explained in paragraph 1 above, shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy, particularly if they do not propose to attend the AGM electronically.
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 5).
5. In order to be valid, an appointment of a 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 at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ;
  - 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 20 July 2021 (or, in the event of any adjournment of the AGM, 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).

Shareholders who have elected to receive notice via email 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 12 noon on 20 July 2021 (or, in the event of any adjournment of the AGM, 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. In the case of a joint holding, a proxy or proxies need only be signed by one joint holder. If more than one such joint holder completes a proxy appointment, the appointment submitted by the most senior holder 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.
7. 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 before the latest time for the receipt of proxies (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.
8. Proximity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 12 noon on 20 July 2021 in order to be considered valid (or, in the event of any adjournment of the AGM, 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 Proximity'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

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.

## Information for Shareholders

### Continued

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 for the AGM and any adjournment of it 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 or electronically joining 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.

Questions will be invited before the resolutions are formally put to the vote at the AGM. Shareholders attending the meeting electronically may ask questions via the Lumi system. Questions can be submitted either as text via the Lumi messaging function or verbally via the teleconference. Details of how to access the teleconference will be provided on the day of the AGM once you are logged into the Lumi platform. Further details regarding voting electronically can be found on page 12.

Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address shareholder queries on the same topic.

In addition, shareholders are invited to submit questions regarding the formal business of the meeting by email to [AGM@halma.com](mailto:AGM@halma.com) by 12 noon, 20 July 2021. Shareholder questions will be grouped thematically and the responses made available on our website before the AGM.

### **Issued shares and total voting rights**

15. As at 10 June 2021 (being 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 of 10 pence each and each ordinary share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 10 June 2021 is 379,645,332. The Company does not currently hold any shares in treasury.

### **Documents on display**

16. Copies of the following documents will be available for inspection by prior appointment 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; and
- Articles of Association of the Company.

Copies of these documents will also be available to shareholders for inspection on request during the same period by sending an email to [AGM@halma.com](mailto:AGM@halma.com).

### **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.

### **Privacy notice**

19. 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.



## Meeting Access

Shareholders can participate in the AGM electronically, should they wish to do so. This can be done by accessing the meeting website: <https://web.lumiagm.com>

This can be accessed online using most well-known internet browsers such as Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

On accessing the meeting website, you will be asked to enter the Meeting ID above.

You will then be prompted to enter your unique shareholder reference number (SRN) and PIN. These can be found printed on your Proxy Form. If you are unable to access your SRN or PIN, please contact the Company's Registrar, Computershare Investor Services PLC, by calling the shareholder helpline on +44 (0)370 707 1046. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

Access to the meeting will be available from 11.00am on 22 July 2021. Please note that your ability to vote will not be enabled until the Chair formally declares the poll open.



## Broadcast

If you are viewing the meeting on a mobile device and would like to listen to the broadcast, press the broadcast icon at the bottom of the screen.

If you are viewing the meeting on a computer, the broadcast will appear at the side automatically once the meeting has started.



## Voting

Once the Chair has formally opened the meeting, the voting procedure will be explained. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button. If you make a mistake or wish to change your vote, simply select the "correct" choice. If you wish to cancel your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.



## Questions

Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the teleconference. Details of how to access the teleconference will be provided on the day of the annual general meeting once you are logged into the Lumi platform.

Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the chair may choose to provide a single answer to address shareholder queries on the same topic.

## Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

## Duly appointed proxies and corporate representatives

Following receipt of a valid appointment, please contact the Company's Registrar before 5.00pm on 20 July 2021 on +44 (0)370 707 1046 for your SRN and PIN. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).