

Notice of Annual General Meeting 2022

This year's Annual General Meeting will be held at The King's Fund, No. 11 Cavendish Square, London W1G 0AN on Thursday, 21 July 2022 at 12.30pm ('AGM')

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, whether or not you plan to attend.

Shareholders are encouraged to appoint the Chair of the meeting as their proxy. It is recommended that shareholders submit their Proxy Form as early as possible to ensure that their votes are counted at the AGM.

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

Online: if you have accessed this Notice of Meeting electronically or wish to vote online, go to www.investorcentre.co.uk/eproxy and follow the instructions.

By post: if you have received the Annual Report and Accounts 2022 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 2022 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 2022 by visiting our website at www.halma.com.

Shareholder engagement

Given the easing of COVID-19 restrictions, we are pleased to be able to welcome our shareholders to join the AGM in person once again this year, should they so choose. The AGM will be held at The King's Fund, No. 11 Cavendish Square, London W1G 0AN, shown on the map below. The meeting will commence at 12.30pm with doors opening from 12.00 noon.

Shareholders should not attend the meeting in person if feeling unwell or experiencing COVID symptoms.

Shareholders are invited to submit any questions regarding the formal business of the AGM via email to AGM@halma.com. Any questions received by 12.30pm on 19 July 2022 will be grouped thematically and responses published on our website prior to the AGM. Any questions received after this date will be addressed either at the AGM, on the Company's website or in private correspondence.

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

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. Shareholders are advised to check the Company's website regularly for updates.

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 The King's Fund, No.11 Cavendish Square, London W1G 0AN on Thursday, 21 July 2022 at 12.30pm for the following purposes.

To consider and, if thought fit, pass resolutions 1 to 19 as ordinary resolutions and resolutions 20 to 23 as special resolutions:

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 2022.

Dividend

- 2 To declare a final dividend of 11.53p per share for the year ended 31 March 2022, payable on 18 August 2022 to shareholders who are on the Register of Members as at the close of business on 15 July 2022.

Remuneration Report

- 3 To approve the Remuneration Report for the year ended 31 March 2022 as set out on pages 133 to 148 of the Annual Report and Accounts 2022.

Directors

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

Halma plc Executive Share Plan 2022

- 16 That the Halma plc Executive Share Plan 2022 (the 'Plan'), the principal terms of which are described in Appendix 1 to this Notice and the rules of which are produced to the meeting and initialled by the Chair for the purposes of identification, be approved and the Directors be authorised to do all such acts and things as they may consider necessary or desirable to carry the Plan into effect.
- 17 That the Directors be authorised to adopt any plans or sub-plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans or sub-plans shall be treated as counting against any limits on individual or overall participation in the Plan.

Authority to allot shares

- 18 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 £12,500,000 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 2023 and (ii) 30 September 2023 (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 and expenditure

- 19 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 2023 and (ii) 30 September 2023, 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.

Special Resolutions

Disapplication of pre-emption rights

- 20 That, subject to the passing of 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 that resolution and/or to sell ordinary shares (as defined in Section 560 of the 2006 Act) 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 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, or 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
- b. otherwise than pursuant to sub-paragraph a. 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 18 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

- 21 That, subject to the passing of resolution 18 and in addition to any authority granted under resolution 20, 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 18 and/or to sell ordinary shares (as defined in Section 560 of the 2006 Act) 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 18 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

- 22 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 2023 and (ii) 30 September 2023, 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

- 23 That a general meeting of the Company, 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

16 June 2022

Registered office:

Halma plc
Misbourne Court, Rectory Way
Amersham, Buckinghamshire HP7 0DE

Registered in England and Wales No. 40932

Notes on the Resolutions

Resolutions 1 to 19 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 20 to 23 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 2022).

Resolution 2 – Final Dividend

This resolution seeks authority for the Company to pay a final dividend of 11.53p per share to shareholders for the financial year ended 31 March 2022, as recommended by the Directors. If approved, the dividend will be paid on 18 August 2022 to shareholders on the Register of Members at the close of business on 15 July 2022.

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 opt 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 29 July 2022.

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 133 to 148 of the Annual Report and Accounts 2022. 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 – 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.

Biography for Director for election

Sharmila Nebhrajani OBE

Independent non-executive Director

Appointed: December 2021

Career and experience: Sharmila brings extensive private and public sector experience from her executive and non-executive roles in health, media and sustainability. She began her career at PwC, qualifying as a Chartered Accountant, and served with the BBC for 15 years, latterly as Chief Operating Officer of BBC New Media, the division that built the iPlayer. Sharmila was Chief Executive of Wilton Park, an ambassador level role in the Foreign and Commonwealth Office, focused on topics such as global health, climate risk and national security. She has held executive board positions at the Medical Research Council, the Association of Medical Research Charities and the NHS and was appointed OBE for services to medical research.

Current appointments:

ITV plc, non-executive Director

Severn Trent plc, non-executive Director

Coutts & Co, non-executive Director

National Institute for Health and Care Excellence, Chair



Biographies for Directors for re-election

Dame Louise Makin

Chair

Appointed: February 2021 (July 2021 as Chair)

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, Woodford Patient Capital Trust plc and Intertek Group plc, and as a director of several not-for-profit organisations. Louise brings a wealth of leadership and international experience to the Board.

Current appointments:

Atotech Ltd, non-executive Director



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

N

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 and operational roles focused on creating value through actionable 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.

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. Jo was previously a Member of the Supervisory Board at Ceconomy AG.

Current appointments:

InterContinental Hotels Group plc, non-executive Director
J Sainsbury plc, non-executive Director
Chapter Zero, Member of the Board

A 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 was formerly a founder of blow LTD, which he chaired, and has served as a non-executive Director at The British Business Bank, BBC, Hargreaves Lansdown PLC and Dixons Retail PLC.

Current appointments:

The Premier League, non-executive Director
Rathbones Group plc, non-executive Director

A N R

Committee Membership

A Audit Committee
N Nomination Committee
R Remuneration Committee

● Chair of Committee
● Member of Committee

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 was Chair of Dechra Pharmaceuticals plc and 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:

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



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



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. The proposal to re-appoint PricewaterhouseCoopers LLP as the Company's Auditor is based on a recommendation from the Audit Committee, is free from third party influence and is not subject to any restrictive contractual arrangements.

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.

Resolutions 16 and 17 – Approval of Halma plc Executive Share Plan 2022

Shareholders are being asked to approve the Halma plc Executive Share Plan 2022 ("Plan"). The terms of the Plan reflect the terms of the existing Executive Share Plan, which was approved by shareholders in 2015, but have been updated to address changes that were made to the Company's Directors' Remuneration Policy in 2021 as well as to facilitate administration. The Company intends to continue to operate the Plan on substantively similar terms to the existing Executive Share Plan and awards granted to Executive Directors of the Company will be consistent with the Directors' Remuneration Policy approved by shareholders.

The main features of the Plan are summarised in Appendix 1 to this Notice and a copy of the Plan rules will be available for inspection on the national storage mechanism from the date of publication of this Notice. The national storage mechanism can be found at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. The rules of the Plan will also be available at the place of the AGM for at least 15 minutes before and for the duration of the meeting.



Resolution 18 – 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 £12,500,000, being just less than one third of the total issued share capital of the Company (excluding treasury shares) as at 16 June 2022 (being the latest practicable date prior to the publication of the Notice of Meeting). The Company currently does not hold any shares in treasury.

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 2023 and (ii) 30 September 2023. 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.

Committee Membership

- A** Audit Committee
- N** Nomination Committee
- R** Remuneration Committee

-  Chair of Committee
-  Member of Committee

Resolution 19 – 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 20 and 21 – Disapplication of pre-emption rights

Resolutions 20 and 21, 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 20 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 18 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 16 June 2022 (being the latest practicable date prior to the publication of the Notice of Meeting).

The effect of resolution 21 is to authorise the Directors to disapply statutory pre-emption rights in respect of an additional £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 16 June 2022.

In accordance with the Pre-Emption Group's Principles, the Directors confirm that the authority under resolution 21 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 20 and resolution 21 will expire on the earlier of (i) the conclusion of the annual general meeting of the Company in 2023 and (ii) 30 September 2023.

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.

The Directors have no current plans to make use of these authorities.

Resolution 22 – Authority to purchase own shares

The Directors were authorised at the 2021 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 2022 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 2023 and (ii) 30 September 2023, 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 16 June 2022 (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 or have any outstanding options or warrants.

Resolution 23 – 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 must be held on at least 21 clear days' notice.

Resolution 23 seeks to renew the authority obtained at the 2021 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 2023, 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 19 July 2022 (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.

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 of voting at the AGM will be published on our website at www.halma.com and will be released via 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 a proxy or 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. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in paragraph 11) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
4. A Proxy Form which may be used to make such appointment and give proxy instructions has been sent to all shareholders (except those who have elected to receive notice via email, who are able to appoint a proxy or proxies as described in 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. electronically via the Registrar's website at www.investorcentre.co.uk/eproxy using the Control Number, Shareholder Reference Number (SRN) and PIN;
 - b. 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 6ZY; 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 12.30pm on 19 July 2022 (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. Your proxy must be lodged by 12.30pm on 19 July 2022 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.

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 that we will be able to deal 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). 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:

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

Shareholders' right to ask questions

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

In addition, shareholders are invited to submit questions regarding the formal business of the meeting by email to AGM@halma.com by 12.30pm on 19 July 2022. Shareholder questions will be grouped thematically and the responses made available on our website before the AGM. Any questions received after this date will be addressed either at the AGM, on the Company's website or in private correspondence.

Issued shares and total voting rights

15. As at 16 June 2022 (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 16 June 2022 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;
- Articles of Association of the Company; and
- the rules of the Executive Share Plan 2022.

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.

Electronic addresses

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

AGM arrangements

19. Registration will open at 12.00 noon and beverages will be available until the commencement of the AGM at 12.30pm. If you have a disability and require assistance at the AGM, contact a member of the Company Secretarial team by email at AGM@halma.com. Anyone accompanying a shareholder who is in a wheelchair or otherwise in need of assistance will be admitted to the AGM.

Privacy notice

20. 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).

Sanctions

21. The Company notes that international financial sanctions regimes, including those related to the ongoing situation in Ukraine, may constrain the ability of any shareholders subject to such sanctions to exercise their rights attaching to their shares, including rights to vote at the AGM and other general meetings, and to have those votes recognised by the Company. We will continue to monitor this situation, and the Company's obligations to take into account the votes of shareholders will at all times remain subject to compliance with applicable law and regulation.

Summary of Halma plc Executive Share Plan 2022

It is proposed that the Company will adopt a new employee share plan called the Halma plc Executive Share Plan 2022 (the 'Plan'). The Plan is a discretionary share plan, under which the Company may grant awards ('Awards') over the Company's ordinary shares ('Shares') to incentivise and retain key employees of the Company's group (the 'Group'), including Executive Directors of the Company. The principal terms of the Plan are described below.

The following types of Award can be granted under the Plan:

- (a) awards that are subject to continued employment and performance conditions ('Performance Share Awards');
- (b) awards that are subject to continued employment only ('Deferred Share Awards');
- (c) awards pursuant to which part of the relevant participant's annual bonus is deferred in the form of an Award ('Deferred Bonus Awards'); and
- (d) awards granted as a bona fide buy-out of remuneration forfeited by an eligible employee in connection with their recruitment by the Group ('Buy-out').

The Plan will be administered by the Remuneration Committee (the 'Committee') or by any sub-committee or person duly authorised by it.

Eligibility

All employees of the Group (including Executive Directors of the Company) will be eligible to participate in the Plan, at the discretion of the Committee. Executive Directors of the Company will not be eligible to be granted Deferred Share Awards. Former employees of the Group who have earned a bonus in respect of the relevant financial year will be eligible to be granted a Deferred Bonus Award.

Form of Award

Awards may take the form of (i) a conditional right to acquire Shares; or (ii) an option to acquire Shares with a nil or nominal exercise price or an exercise price per Share equal to the market value of a Share at the time of grant. Awards may also be granted in the form of a phantom award or phantom option, being a conditional right or option to receive a cash amount that relates to the value of a certain number of Shares.

Grant of awards

Awards may normally only be granted under the Plan within 42 days of: shareholder approval of the Plan in general meeting; an announcement of the Company's results for any period; or shareholder approval of a directors' remuneration policy in general meeting. If dealing restrictions prevent the Company from granting Awards during any such period, Awards may be granted within 42 days of such dealing restrictions lifting. An Award may also be granted at any other time when the Committee resolves that exceptional circumstances exist which justify the grant of Awards.

No Awards can be granted more than ten years after the Plan's approval by shareholders. No payment will be required for the grant of an Award.

Source of Shares and dilution limits

Awards may be satisfied by the issue of new Shares or the transfer of existing Shares, including from treasury.

In any ten year period, not more than 10% of the Company's issued ordinary share capital may be issued or be issuable under the Plan and all other employees' share plans adopted by the Company. In addition, in any ten year period, not more than 5% of the Company's issued ordinary share capital may be issued or be issuable under awards granted under all discretionary share plans adopted by the Company.

These limits do not include awards that have lapsed or that are satisfied or are intended to be satisfied with existing shares and/or cash. The transfer of treasury shares to satisfy an award will be treated as the new issue of shares for as long as this is required by institutional shareholder guidelines.

Individual limits

Unless the Committee determines that there are exceptional circumstances, no eligible employee may be granted a Performance Share Award or a Deferred Share Award that would cause the market value of the Shares subject to all Awards (other than Buy-outs or Deferred Bonus Awards) to be granted to them in respect of a financial year of the Company to exceed 300% of their salary or such higher limit as is permitted for Executive Directors of the Company by the directors' remuneration policy most recently approved by the Company's shareholders in general meeting. No eligible employee may be granted a Deferred Bonus Award over such number of Shares as have a market value in excess of their deferred bonus. Awards granted to Executive Directors of the Company must be consistent with the directors' remuneration policy approved by shareholders.

Vesting and performance conditions

An Award will not normally vest prior to the end of its vesting period. The rules of the Plan provide that the vesting period will normally end on the third (or, in respect of a Deferred Bonus Award, the second) anniversary of the date on which the Award is granted.

The number of Shares in respect of which a Performance Share Award vests will depend on the extent to which performance conditions set by the Committee have been satisfied.

The period over which the performance conditions will be measured will, in respect of an Award granted to an Executive Director of the Company, be three years from the beginning of the financial year in respect of which the Performance Share Award is granted. An Award will lapse to the extent it does not vest.

The Committee has discretion to amend or substitute the performance conditions if an event occurs which it considers would make it appropriate to do so, provided that the amended or new condition would not, taking into account all the circumstances, be materially easier to satisfy than the original condition would have been but for the event.

The Committee also has discretion to reduce (including to nil) the extent to which an Award would otherwise vest (based on the formulaic application of a performance condition or otherwise), if it considers it appropriate, including to reflect underlying financial or non-financial performance or circumstances that were unexpected or unforeseen at time of grant.

Release and holding periods

An Award will normally be released on its vesting date. If an Award was granted in the form of a conditional right to acquire Shares, the relevant number of shares will be issued or transferred to the participant following the release of the Award. If an Award was granted in the form of an option, the participant may exercise their Award after it has been released, following which the relevant number of shares will be issued or transferred to them. An option will lapse if it has not been exercised by the tenth anniversary of the date of grant (unless an earlier date is set when the option is granted).

If an Award is subject to a post-vesting holding period, the participant must normally hold the net number of Shares that are released until the end of the holding period. The current Directors' Remuneration Policy provides that Performance Share Awards granted to Executive Directors of the Company will be subject to a two-year post-vesting holding period.

An Award will not be released to and an option may not be exercised by a participant who is subject to the Company's Share Ownership Guideline or whose Award is subject to a holding period unless the Committee is satisfied that there are sufficient measures in place to enforce these.

Dividend equivalent

The Committee may decide that participants will receive an amount (in cash and/or additional Shares) equal in value to any dividends that would have been paid on the Shares that vest under Awards over the period ending on the date on which the Award is released. This amount may assume the reinvestment of dividends and will exclude special dividends.

Cash alternative

At its discretion, the Committee may (unless the Committee has determined otherwise at an earlier point) decide to satisfy Awards with a cash payment equal to the market value of the Shares that the participant would have received had the relevant Award been satisfied with Shares less any option exercise price.

Leaving employment

Any unvested Award (other than a Deferred Bonus Award) will normally lapse on the date the participant ceases to be an employee of a Group company. However, if a participant ceases to be an employee of a Group company because of their injury, disability, redundancy, the sale of the participant's employing company or business out of the Group or any other reason (other than gross misconduct) determined by the Committee, any unvested Award (other than a Deferred Bonus Award) will normally not lapse but will normally continue subject to its terms and the rules of the Plan. In these circumstances, the Award will continue to be subject to the satisfaction of any performance conditions and the number of Shares that are capable of vesting will, unless the Committee determines otherwise, be reduced proportionally to take account of the participant's cessation of employment. Alternatively, the Committee may determine that the vesting and release of such Awards will be accelerated, in which case the Committee will determine the number of Shares in respect of which the Award will vest based on the extent to which it determines any performance conditions have been met at the time employment ceased. A proportional reduction will also be applied to the number of Shares that vest, unless the Committee determines otherwise. An unvested Award (other than a Deferred Bonus Award) will be accelerated on these terms if the participant dies.

If a participant ceases to be an employee of a Group company for any reason (other than gross misconduct) after their Award has vested (including during any holding period), their Award will continue subject to its terms and the rules of the Plan.

If a participant ceases to be an employee of a Group company for any reason (other than gross misconduct), any unvested Deferred Bonus Award will normally not lapse but will normally continue subject to its terms and the rules of the Plan, unless the Committee determines that their Award should lapse or that its vesting and release should be accelerated.

If a participant ceases to be an employee of a Group company for gross misconduct, all Awards will lapse.

A participant whose option continues after their cessation of employment may normally exercise their option until the later of six months after its release and six months after the participant's cessation of employment (or, where the participant dies, 12 months from the date of their death).

Reduction and recovery

If the Committee determines that certain circumstances have occurred at any time prior to the third anniversary of the normal vesting date of an Award, it may:

- (a) if an Award has not yet been settled, reduce the number of Shares to which it relates (including to nil) or impose additional conditions on it; or
- (b) if an Award has been settled, require that the participant either makes: a cash payment to the Company in respect of some or all of the Shares or cash delivered; or transfers to the Company Shares of an equivalent value.

The circumstances in which the Company may invoke the reduction and recovery provisions include a material misstatement of results, an error or inaccuracy relating to the grant of an Award or the assessment of a performance condition, a material failure of risk management, serious reputational damage, corporate failure, serious misconduct and a serious breach of any code of conduct.

Corporate events

Awards will normally vest and be released if there is a change of control, a scheme of arrangement or a winding-up of the Company. The Committee will determine the number of Shares in respect of which an Award (other than a Deferred Bonus Award) will vest based on the extent to which it determines any performance conditions have been met at the relevant time. A proportional reduction will also be applied to the number of Shares that vest, unless the Committee determines otherwise.

Alternatively, the Committee may permit Awards to be exchanged for awards of shares in a different company (including the acquiring company). If the change of control is an internal reorganisation of the Group or if the Committee so decides, participants may be required to exchange their Awards.

The Committee may decide that similar treatment will apply if there is a demerger, delisting, special dividend or other event which the Committee considers will affect the current or future value of Shares where the Committee considers it would be inappropriate to adjust Awards.

Variations of capital

If there is a variation of share capital of the Company or in the event of a demerger, delisting, special dividend or other event that in the Committee's opinion may affect the current or future value of Shares, the Committee may make adjustments to the number of Shares to which Awards relate and any option exercise price.

Amendments

The Committee may, at any time, amend the rules of the Plan or the terms of an Award, provided that the prior approval of the Company's shareholders at a general meeting must be obtained in the case of any amendment to the advantage of eligible employees or participants that is made to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, Awards, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval. There are, however, exceptions from this requirement to obtain shareholder approval for any minor amendment to benefit the administration of the Plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group. No amendment may be made to the material disadvantage of the existing rights of participants unless every participant who may be affected by such amendment has been invited to indicate whether or not they approve the amendment, and the amendment is approved by a majority of those who respond.

Operating the Plan internationally

The Committee may, at any time, establish further plans or sub-plans based on the Plan for overseas territories. Any such plan will be similar to the Plan but may be modified to take account of local tax, exchange control or securities laws. Any Shares made available under such further overseas plans must be treated as counting against the limits on individual and overall participation under the Plans.

If, as a result of moving jurisdiction, a participant would be unable to receive or hold Shares, the participant or Group would suffer materially increased tax or social security liabilities or the Committee otherwise determines it to be appropriate, the Committee may determine that the vesting and release of such Awards will be accelerated, in which case the Committee will determine the number of Shares in respect of which the Award will vest based on the extent to which it determines any performance conditions have been met at that time. A proportional reduction will also be applied to the number of Shares that vest, unless the Committee determines otherwise.

Rights attaching to Shares

Any Shares issued under the Plan will rank equally in all respects with the Shares in issue on the date of allotment except in respect of rights arising by reference to a prior record date. A participant will not be entitled to vote, to receive dividends or to have any other rights of a shareholder until such time as the Shares under an Award are issued or transferred to the participant following release of the Award.

Non-transferability

A participant's Award will normally lapse immediately if a participant sells, transfers, assigns, charges or otherwise disposes of it (other than on a transfer of an Award to the participant's personal representative (or equivalent) on their death).

Awards not pensionable

Awards do not form part of the contract of employment of an employee and are not pensionable.