

# HALMA

The Annual Report and Accounts 2013 are now available

## NOTICE OF ANNUAL GENERAL MEETING 2013

This year's Annual General Meeting will be held at  
The Berkeley Hotel, Wilton Place, London SW1X 7RL  
on Thursday, 25 July 2013 at 11.30 am

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

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

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

By post: if you have received the Annual Report and Accounts 2013 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 hard copy of the Annual Report and Accounts 2013 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 2013 by visiting the Halma website at [www.halma.com](http://www.halma.com).

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

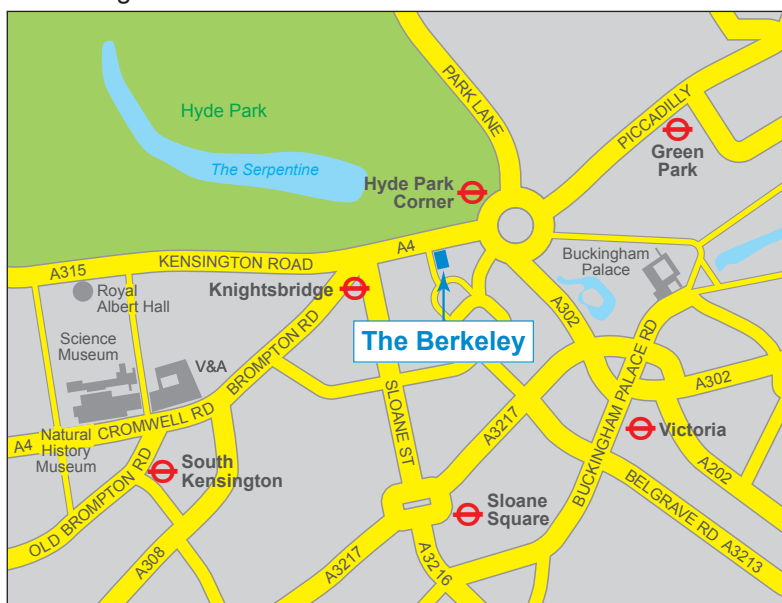
### Important

#### **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 professional adviser immediately.

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

### How to get to the AGM



# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the one hundred and nineteenth Annual General Meeting of Halma plc will be held in the Ballroom at The Berkeley Hotel, Wilton Place, London SW1X 7RL on Thursday, 25 July 2013 at 11.30 am for the following purposes:

To consider and, if thought fit, pass the following resolutions 1 to 16 as ordinary resolutions:

## Annual Report and Accounts

- 1 To receive the Accounts and the Reports of the Directors and the Auditors for the period of 52 weeks to 30 March 2013.

## Dividend

- 2 To declare a final dividend of 6.37p per share for the 52 weeks to 30 March 2013 payable on 21 August 2013 to shareholders on the Register of Members at the close of business on 19 July 2013.

## Remuneration Report

- 3 To approve the Remuneration Report for the 52 weeks to 30 March 2013 as set out on pages 73 to 82 of the Annual Report and Accounts 2013.

## Directors

- 4 To re-elect Andrew Williams as a Director of the Company.
- 5 To re-elect Kevin Thompson as a Director of the Company.
- 6 To re-elect Stephen Pettit<sup>1</sup> as a Director of the Company.
- 7 To re-elect Neil Quinn as a Director of the Company.
- 8 To re-elect Jane Aikman<sup>2</sup> as a Director of the Company.
- 9 To re-elect Adam Meyers as a Director of the Company.
- 10 To re-elect Lord Blackwell<sup>3</sup> as a Director of the Company.
- 11 To re-elect Steve Marshall<sup>4</sup> as a Director of the Company.
- 12 To re-elect Daniela Barone Soares<sup>5</sup> as a Director of the Company.
- 13 To elect Paul Walker<sup>6</sup> as a Director of the Company.

## Auditor

- 14 To reappoint Deloitte LLP as Auditor of the Company.
- 15 To authorise the Directors 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 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 the conclusion of the annual general meeting of the Company to be held in 2014 and the first anniversary of the passing of this resolution (unless previously renewed, varied or revoked by the Company), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

To consider and, if thought fit, pass the following resolutions 17 to 19 as special resolutions:

## Disapplication of pre-emption rights

17 That, subject to the passing of resolution 16, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot or to make any offer or agreement to allot equity securities (as defined in Section 560 of the Companies Act 2006) of the Company pursuant to the authority contained in resolution 16 and/or sell equity securities held as treasury shares for cash pursuant to Section 727 of the Companies Act 2006, in each case as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such power shall be limited to:

- (a) any such allotment, offer, agreement and/or sale pursuant to the terms of any share scheme for employees approved by the Company in general meeting;
- (b) any such allotment, offer, agreement and/or sale in connection with an issue or offer (whether by way of a rights issue, open offer or otherwise) in favour of ordinary shareholders (other than the Company) on a fixed record date where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on such record date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (c) otherwise than pursuant to sub-paragraph (a) or (b) above, any such allotment, offer, agreement and/or sale up to an aggregate nominal amount of £1,885,000;

and shall expire (unless previously renewed, revoked or varied) when the authority contained in resolution 16 expires, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry.

## Authority to purchase own shares

- 18 That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of its ordinary shares of 10p each ('ordinary shares') provided that:
  - (a) the maximum number of ordinary shares hereby authorised to be acquired is 37,700,000 ordinary shares, having an aggregate nominal value of £3,770,000;
  - (b) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (i) 105% of the average of the closing mid-market prices for the ordinary shares (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation; and
  - (c) the minimum price per ordinary share (excluding expenses) is its nominal value;

and the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date), unless such authority is renewed prior to such time.

## Notes on the Resolutions

### Notice of general meetings

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

### Recommendation

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

By order of the Board

**Carol Chesney**  
Company Secretary  
25 June 2013

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

<sup>1</sup> Senior Independent Director and member of the Audit, Nomination and Remuneration Committees.

<sup>2</sup> Chairman of the Audit Committee.

<sup>3</sup> Member of the Audit, Nomination and Remuneration Committees.

<sup>4</sup> Chairman of the Remuneration Committee and member of the Audit and Nomination Committees.

<sup>5</sup> Member of the Audit Committee.

<sup>6</sup> Member of the Nomination and Remuneration Committees.

Resolutions 1 to 16 will be proposed as ordinary resolutions which require a simple majority of the votes to be cast in favour of each resolution. Resolutions 17 to 19 will be proposed as special resolutions which require a 75% majority of the votes to be cast in favour of each resolution.

### Resolution 1 – Annual Report and Accounts

The Directors are required to present the audited accounts of the Company to shareholders at a general meeting, together with reports of the Directors and Auditor (in this case for the period of 52 weeks to 30 March 2013).

### Resolution 2 – Dividend

This resolution seeks authority for the Company to pay a final dividend of 6.37p per share to shareholders for the financial year ended 30 March 2013, as recommended by the Directors. If approved the dividend will be paid on 21 August 2013 to shareholders on the register at the close of business on 19 July 2013.

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 Registrars no later than 31 July 2013.

### Resolution 3 – Remuneration Report

The Remuneration Report is required to be laid before the shareholders in general meeting and voted on. The Remuneration Report is set out on pages 73 to 82 of the Report and Accounts.

### Resolutions 4 to 13 – Directors

The Company's Articles of Association require that once every three years Directors retire by rotation and seek re-election to the Board at an annual general meeting. However, in accordance with the UK Corporate Governance Code, which recommends that all directors of FTSE 350 companies should stand for re-election by shareholders every year, the Board has agreed that all Directors (with the exception of Geoff Unwin who will retire from the Board at the close of the 2013 AGM) be subject to re-election at each annual general meeting.

The Chairman has confirmed that following normal performance evaluations, each of the non-executive Directors who are seeking re-election (being Stephen Pettit, Jane Aikman, Norman Blackwell, Steve Marshall and Daniela Barone Soares) continue to be effective members of the Board and demonstrate commitment to their roles.

Under the Company's Articles of Association, any Director appointed by the Board since the previous annual general meeting may only hold office until the next annual general meeting, at which time the Director is required to stand for election by shareholders. Paul Walker was appointed to the Board in a non-executive capacity and as Chairman Designate on 12 April 2013 and will therefore be seeking election.

The Board continually keeps the appropriateness of its composition under review particularly in terms of relevant experience and diversity in its widest sense and believes that Paul brings significant and relevant experience to the Board which will be extremely valuable as Halma continues to develop and grow globally. The Board recommends that shareholders vote in favour of his election.

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

## Notes on the Resolutions continued

### *Andrew Williams, Chief Executive*

Andrew was appointed Chief Executive of Halma plc in February 2005. He was promoted to Director of the Halma plc Board in 2004. Andrew became a member of the Halma Executive Board in 2002 as Divisional Chief Executive after joining Halma in 1994 as Manufacturing Director of Reten Acoustics (now HWM-Water), where he became Managing Director in 1997. Andrew is a Chartered Engineer and a production engineering graduate of Birmingham University. He attended the Advanced Management Program at Wharton Business School, University of Pennsylvania in 2004.

### *Kevin Thompson, Finance Director*

Kevin was appointed to the Halma plc Board in 1998. He became Group Finance Director in 1997 after joining the Halma Executive Board as Finance Director in 1995. Kevin joined Halma as Group Financial Controller in 1987. Kevin qualified as a Chartered Accountant with Price Waterhouse and is an economics and accounting graduate of Bristol University. He attended the Advanced Management Program at Harvard Business School in 2007.

### *Stephen Pettit, Senior Independent Director*

Stephen is the Senior Independent Director. He was appointed a non-executive Director of Halma in September 2003. Previously Stephen was a non-executive director of BT Group plc – Equality of Access Board, a non-executive director of National Grid plc, non-executive Chairman of ROK plc, an executive director with Cable & Wireless PLC and a divisional chief executive with BP PLC. Stephen has an MSc from London School of Economics and an MBA from INSEAD and is an economics and politics graduate of Cardiff University.

### *Neil Quinn, Chief Executive – Industrial Safety Division*

Neil was appointed to the Halma plc Board in 1998 and is Chief Executive of the Industrial Safety Division. He joined the Halma Executive Board in 1995 as Divisional Chief Executive. He became Managing Director of Apollo Fire Detectors in 1992, after joining as Sales Director in 1987. Neil has a material sciences degree from Sheffield University.

### *Jane Aikman, Non-executive Director*

Jane was appointed a non-executive Director of Halma in August 2007. She is Chief Operating Officer and Chief Financial Officer of Phoenix IT Group plc. Previously Jane was Finance Director of Infinis Limited, Wilson Bowden Plc and Pressac plc. She spent three years as an internal audit manager with GEC Alsthom and five years in East Asia with Asia Pulp and Paper Co Limited. Jane qualified as a Chartered Accountant with Ernst & Young and has a degree in civil engineering from Birmingham University.

### *Adam Meyers, Chief Executive – Health Optics Division*

Adam joined the Halma plc Board in April 2008 and is Chief Executive of the Health Optics Division. He became a member of the Halma Executive Board in 2003 as Divisional Chief Executive, having joined Halma in 1996 as President of Bio-Chem Valve. Adam gained his MBA from Harvard Business School and is a systems engineering graduate of the University of Pennsylvania.

### *Lord Blackwell, Non-executive Director*

Norman was appointed a non-executive Director of Halma in July 2010. He is non-executive Chairman of Interserve Plc, a non-executive director of Lloyds Banking Group Plc and a non-executive director of Ofcom, the communications regulator. His past business roles have included Senior Independent Director at both Standard Life Plc and SEGRO plc, Director of Group Development at NatWest Group, and Partner at McKinsey & Company. He was Chairman of the independent Centre for Policy Studies from 2000 to 2009 where he remains a board member. Norman was created a Life Peer in 1997 and served as Head of the Prime Minister's Policy Unit from 1995 to 1997.

### *Steve Marshall, Non-executive Director*

Steve was appointed a non-executive Director of Halma in July 2010. He is non-executive Chairman of Balfour Beatty plc, Wincanton plc and Biffa Group Holdings Limited. He is a former chairman of Delta plc, Queens' Moat Houses plc and Torex Retail plc as well as a former non-executive director at Southern Water Services Limited. He was Group Chief Executive of Railtrack Group plc and prior to that Thorn plc, having also served as Finance Director at each company. His earlier career included a wide range of corporate and operational roles at Grand Metropolitan plc, Burton Group, Black & Decker and BOC Group. He is a fellow of the Chartered Institute of Management Accountants and a member of its Governing Council.

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

Daniela was appointed a non-executive Director of Halma in November 2011. She is Chief Executive of Impetus – The Private Equity Foundation. She is on the advisory board and a trustee of a number of non-listed, social sector organisations in the UK and Brazil. Daniela's past business roles have included Head of Institutional Support at Save the Children, Assistant Vice President of Private Equity and Venture Capital at BancBoston Capital, Inc. and roles at Goldman, Sachs & Co. (New York) and Citibank, N.A. (Brazil). Daniela has an MBA from Harvard Business School and a BSc in economics from Universidade Estadual de Campinas (UNICAMP), Brazil.

### *Paul Walker, Non-executive Director and Chairman Designate*

Paul was appointed a non-executive Director and Chairman Designate of Halma in April 2013. He will be appointed Chairman following the proposed retirement of Geoff Unwin, Halma's current Chairman, after the AGM on 25 July 2013. Paul is non-executive Chairman of Perform Group plc, a non-executive director of Experian plc and a non-executive Director of WANDisco plc. He was CEO at The Sage Group plc from 1994 to 2010 and has previously served on the boards of Diageo plc and MyTravel Group plc. Paul qualified as a Chartered Accountant with Ernst & Young, having graduated from York University with an economics degree.

## **Resolution 14 – Reappointment of Auditor**

The Company is required to appoint auditors at every general meeting at which accounts are presented and the Directors are proposing the reappointment of Deloitte LLP as the Company's Auditor.

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

The Directors may set the remuneration of the Auditor if authorised by the shareholders. This resolution seeks such authorisation.

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

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

The effect of this resolution will allow the Directors to allot and issue new shares up to a nominal aggregate value of £12,500,000, being just less than one-third of the total issued share capital of the Company (excluding treasury shares) as at 12 June 2013 (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 at the conclusion of the annual general meeting of the Company in 2014. Passing this resolution will give the Directors flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. The Directors have no current plans to make use of this authority except under share plans previously approved in general meeting.



## Notes on the Resolutions continued

As at 12 June 2013 (the latest practicable date prior to the publication of the Notice of Meeting), the Company held 1,303,209 treasury shares, which is equal to approximately 0.3% of the issued share capital of the Company (excluding treasury shares) as at that date.

### Resolution 17 – Disapplication of pre-emption rights

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

The effect of this resolution, which will be proposed as a special resolution, is to authorise the Directors to allot new shares pursuant to the authority given in resolution 16, or sell treasury shares for cash, up to an aggregate nominal amount of £1,885,000 (up to 18,850,000 new ordinary shares) representing approximately 5% of the Company's issued share capital as at 12 June 2013 (being the latest practicable date prior to the publication of the Notice of Meeting) without offering them to shareholders first, and to modify statutory pre-emption rights to deal with legal, regulatory or practical problems that may arise on a rights or other pre-emptive offer or issue.

The authority will expire at the conclusion of the annual general meeting of the Company in 2014.

The Directors do not intend to issue more than 7.5% of the issued share capital for cash on a non-pre-emptive basis in any rolling three-year period.

### Resolution 18 – Authority to purchase own shares

The Directors were authorised at the 2012 Annual General Meeting to purchase up to 37,800,000 of its own 10p ordinary shares in the market. This authority expires at the end of the 2013 AGM. In accordance with the Directors' stated intention to seek annual renewal, this resolution (which will be proposed as a special resolution) will renew this authority until the end of next year's annual general meeting in respect of up to 37,700,000 ordinary shares, which is approximately 10% of the Company's issued share capital (excluding treasury shares) as at 12 June 2013 (the latest practicable date prior to the publication of the Notice of Meeting).

The Directors consider it desirable that the possibility of making such purchases, under appropriate circumstances, is available. The authority, if granted, will only be exercised if market conditions make it advantageous to do so. The Directors will only make purchases under the authority if they believe that to do so would result in an increase in earnings per share for the remaining shareholders and was in the best interests of shareholders generally.

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

As at 12 June 2013 (the latest practicable date prior to the publication of the Notice of Meeting) options were outstanding to subscribe for a total number of 1,261,444 ordinary shares, or approximately 0.3% of the Company's issued share capital (excluding treasury shares). If the proposed authority were to be used in full and all of the repurchased shares were cancelled (but the Company's issued share capital otherwise remained unaltered), the total number of options to subscribe for ordinary

shares at that date would represent approximately 0.4% of the Company's issued share capital (excluding treasury shares).

### Resolution 19 – Notice of general meetings

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

Before the Shareholders' Rights Directive came into force, the Company was able to call general meetings (other than annual general meetings) on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this flexibility, resolution 19 seeks to renew the authority obtained at last year's annual general meeting. It is intended that a shorter notice period will not be used as a matter of routine for general meetings, but only if the flexibility would be helpful given the business of the meeting and where the Board thinks it is in the interest of shareholders as a whole. If the resolution is passed, the authority will be effective until the annual general meeting in 2014, when it is intended that a similar resolution will be proposed.

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

## Information for Shareholders

### Entitlement to attend and vote

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

### Voting procedures

2. Voting on each resolution at the AGM will be by means of a show of hands in accordance with the Articles of Association.

### Appointment of proxies

3. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf at the meeting. A proxy need not be a shareholder of the Company. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in note 11) will not prevent a shareholder from attending the meeting and voting in person if he/she wishes to do so.
4. A Proxy Form which may be used to make such appointment and give proxy instructions has been sent to all shareholders (except those who have elected to receive notice via e-mail, who should refer to note 6).
5. In order to be valid, an appointment of proxy or proxies must be completed and returned, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy of such authority, by one of the following methods:
  - (a) in hard copy form by post, courier or by hand, to the Company's registrars, Computershare Investor Services PLC;
  - (b) alternatively, shareholders who have received a Proxy Form may appoint a proxy or proxies electronically via the registrar's website at [www.eproxyappointment.com](http://www.eproxyappointment.com) 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 note 11);

in each case so that it is received no later than 11.30 am on 23 July 2013, being not less than 48 hours (excluding non-working days) before the time fixed for the meeting.

6. Shareholders who have elected to receive notice via e-mail may appoint a proxy or proxies electronically via the registrar's website, [www.eproxyappointment.com](http://www.eproxyappointment.com) using the Control Number, the Shareholder Reference Number (SRN) and PIN. Electronic proxy appointments must be received no later than 11.30 am on 23 July 2013.
7. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names appear in the Register of Members.
8. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If in such case a shareholder wishes to appoint more than one proxy, the

shareholder should photocopy the Proxy Form and indicate in the box, next to the proxy's name, the number of shares in relation to which the shareholder authorises him/her to act as the shareholder's proxy.

### Nominated persons

9. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 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 meeting. 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.

### CREST electronic proxy appointment

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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 note 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 Application 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.

## Information for Shareholders continued

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 they do not do so in relation to the same shares.

### Audit concerns

13. Section 527 of the Companies Act 2006 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:
- (i) 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
  - (ii) 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 Companies Act 2006.
- 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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

### Shareholders' right to ask questions

14. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.

### Issued shares and total voting rights

15. As at 12 June 2013 (the latest practicable date prior to the publication of the Notice of Meeting), the Company's issued share capital consisted of 378,880,622 ordinary shares. As at that date the Company held 1,303,209 shares in treasury. Therefore, after excluding treasury shares, the total number of voting rights in the Company as at 12 June 2013 is 377,577,413.

### Documents on display

16. Copies of the following documents will be available for inspection during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) at the Company's registered office and at the offices of the Company's solicitors, CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD, from the date of the above notice until 25 July 2013 and at The Berkeley Hotel from 11.00 am on the day of the meeting until the close of the meeting:
- copies of service contracts or appointment letters (as applicable) of the Company's executive and non-executive Directors;
  - copies of Directors' Deeds of Indemnity; and
  - the Articles of Association of the Company.

### Electronic publication

17. A copy of this Notice of Meeting, and any other information required by section 311A of the Companies Act 2006, 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.

