

# HALMA plc

Company Number: 40932

The following special resolutions were passed at the Annual General Meeting of Halma plc held at No. 11 Cavendish Square, London W1G 0AN on Thursday, 20 July 2017.

## **Ordinary resolution**

Resolution 16 (Ordinary resolution referred to in Special Resolutions 17 and 18 below)

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 the conclusion of the annual general meeting of the Company to be held in 2018 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.

## **Special Resolutions**

Resolution 17

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

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

- (c) otherwise than pursuant to sub-paragraph (a) or (b) above, any such allotment, offer, agreement and/or sale up to an aggregate nominal amount of £1,890,000;

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

#### Resolution 18

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

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

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

#### Resolution 19

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

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 37,900,000 ordinary shares, having an aggregate nominal value of £3,790,000;
- (b) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (i) 105% of the average of the closing mid-market prices for the ordinary shares (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase and (ii) the price stipulated by Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and
- (c) the minimum price per ordinary share (excluding expenses) is its nominal value;

and the authority hereby conferred shall expire 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.

Resolution 20

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

  
Deputy Company Secretary

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