

Halma plc

Company Number: 40932

AT THE ANNUAL GENERAL MEETING of Halma plc duly convened and held on Friday, 4 September 2020, the following Special Resolutions were duly passed:

Ordinary Resolution

Resolution 16 (Ordinary resolution referred to in Special Resolution 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 £9,400,000 and that this authority shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2021 and (ii) 30 September 2021 (unless previously renewed, varied or revoked by the Company), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not expired.

Special Resolutions

Resolution 18

That, subject to the passing of resolution 16, the Directors be given power to allot equity securities (as defined in Section 560 of the 2006 Act) of the Company for cash under the authority given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, provided that such power shall be limited to:

- a. the allotment of equity securities and/or sale of treasury shares pursuant to the terms of any share scheme for employees approved by the Company in a general meeting;
- b. the allotment of equity securities and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities: (i) to ordinary shareholders on a fixed record date where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- c. otherwise than pursuant to sub-paragraph a. or b. above, the allotment of equity securities and/or sale of treasury shares, up to an aggregate nominal amount of £1,890,000;

and shall expire (unless previously renewed, revoked or varied) when the authority contained in resolution 16 expires, save that the Company may make any offer or agreement before

such expiry which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry.

Resolution 19

That, subject to the passing of resolution 16 and in addition to any authority granted under resolution 18, the Directors be given power to allot equity securities (as defined in Section 560 of the 2006 Act) of the Company for cash under the authority given by resolution 16 and/or to sell equity securities held as treasury shares for cash, as if Section 561 of the 2006 Act did not apply to any such allotment or sale, provided that such power shall be:

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

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

Resolution 20

That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (as defined in Section 693(4) of the 2006 Act) of its ordinary shares of 10p each ('ordinary shares') provided that:

- a. the maximum number of ordinary shares hereby authorized to be purchased is 37,900,000 ordinary shares, having an aggregate nominal value of £3,790,000;
- b. the maximum price (excluding expenses) which may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average market value of an ordinary share (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out at the relevant time; and
- c. the minimum price which may be paid for an ordinary share (excluding expenses) is the nominal value of an ordinary share;

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

Resolution 21

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

Resolution 22

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

Certified as a true copy.



Mark Jenkins
Company Secretary

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