

Notice of Annual General Meeting 2023

This year's Annual General Meeting will be held at
The King's Fund, No. 11 Cavendish Square, London W1G 0AN
on Thursday, 20 July 2023 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 2023 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 2023 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 2023 by visiting our website at **www.halma.com**.

AGM Arrangements

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 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 18 July 2023 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.

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**.

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, 20 July 2023 at 12.30pm for the following purposes.

To consider and, if thought fit, pass resolutions 1 to 17 as ordinary resolutions and resolutions 18 to 21 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 2023.

Dividend

2. To declare a final dividend of 12.34p per share for the year ended 31 March 2023, payable on 18 August 2023 to shareholders who are on the Register of Members as at the close of business on 14 July 2023.

Remuneration Report

3. To approve the Remuneration Report for the year ended 31 March 2023 as set out on pages 136 to 155 of the Annual Report and Accounts 2023.

Directors

4. To elect Steve Gunning as a Director of the Company.
5. To re-elect Dame Louise Makin as a Director of the Company.
6. To re-elect Marc Ronchetti as a Director of the Company.
7. To re-elect Jennifer Ward as a Director of the Company.
8. To re-elect Carole Cran as a Director of the Company.
9. To re-elect Jo Harlow as a Director of the Company.
10. To re-elect Dharmash Mistry as a Director of the Company.
11. To re-elect Sharmila Nebhrajani OBE 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.

Authority to allot shares

16. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares, or grant rights to subscribe for or to convert securities into shares, up to an aggregate nominal amount of £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 2024 and (ii) 30 September 2024 (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

17. That, in accordance with Sections 366 and 367 of the 2006 Act, the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to:
 - a. make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
 - b. make political donations to political organisations, other than political parties, not exceeding £100,000 in total; and
 - c. incur political expenditure not exceeding £100,000 in total,(as such terms are defined in Part 14 of the 2006 Act) during the period beginning on the date of the passing of this resolution and ending on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2024 and (ii) 30 September 2024, 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

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 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 16 expires, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Additional disapplication of pre-emption rights

19. That, subject to the passing of resolution 16 and in addition to any authority granted under resolution 18, the Directors be given power to allot equity securities (as defined in Section 560 of the 2006 Act) of the Company for cash under the authority given by resolution 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 16 expires, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Authority to purchase own shares

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

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

and the authority hereby conferred shall expire (unless such authority is renewed by the Company in general meeting prior to such time) on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2024 and (ii) 30 September 2024, save that the Company may before such expiry enter into a contract for the purchase of ordinary shares which would or might be completed wholly or partly after such expiry and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not expired.

Notice of general meetings

21. That a general meeting 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

15 June 2023

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

Resolution 1 – Annual Report and Accounts

The Directors are required by the 2006 Act to present the audited accounts of the Company to shareholders at a general meeting, together with reports of the Directors (including the Strategic Report) and the Auditor (in this case for the year ended 31 March 2023).

Resolution 2 – Final Dividend

This resolution seeks authority for the Company to pay a final dividend of 12.34p per share to shareholders for the financial year ended 31 March 2023, as recommended by the Directors. If approved, the dividend will be paid on 18 August 2023 to shareholders on the Register of Members at the close of business on 14 July 2023.

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 28 July 2023.

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 136 to 155 of the Annual Report and Accounts 2023. 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

Steve Gunning

Chief Financial Officer

Appointed: January 2023

Career and experience: Steve joined Halma in 2023 as Chief Financial Officer. He was previously CFO of International Airlines Group and prior to that held several senior commercial and finance roles within IAG, including CFO of British Airways and Chief Executive of IAG Cargo. Steve was also a non-executive Director at FirstGroup plc. Earlier in his career, Steve worked in range of finance and audit roles in the UK and US at PricewaterhouseCoopers.

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.



Committee Membership

A Audit Committee

N Nomination Committee

R Remuneration Committee

 Chair of Committee

 Member of Committee

Notes on the Resolutions continued

Marc Ronchetti

Group Chief Executive

Appointed: July 2018 (April 2023 as Group Chief Executive)

Career and experience: Marc joined Halma in 2016 as Group Financial Controller. He was promoted to the plc and Executive Board as Chief Financial Officer in July 2018 and became Group Chief Executive in April 2023. Marc brings a proven ability to drive business growth. He has played a vital role in evolving the Group's Sustainable Growth Model, purpose and culture and has overseen a significant number of acquisitions whilst supporting Halma's companies to grow. Marc 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.

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. She became a Board member in September 2016. 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.

Current appointments:

Diploma plc, non-executive director

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



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. 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



Committee Membership

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

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



Sharmila Nebhrajani OBE

Independent non-executive Director

Appointed: December 2021

Career and experience: Sharmila has sectoral specialisms in health, media and sustainability. She served with the BBC for 15 years, latterly as Chief Operating Officer of BBC New Media, and most recently was Chief Executive of Wilton Park an ambassador level policy development role in the UK Foreign and Commonwealth Office focused on global health, climate risk and national security. Her other executive board positions include the Medical Research Council, the Association of Medical Research Charities and the NHS and she was appointed OBE for services to medical research. She is a qualified chartered accountant.

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



Tony Rice

Senior Independent Director

Appointed: August 2014 (July 2015 as Senior Independent Director)

Career and experience: Tony 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 Ultra Electronics Holdings plc, Dechra Pharmaceuticals plc and served as a non-executive Director of Spirit Pub Company plc, where he was Senior Independent Director and Remuneration Committee Chair. Tony brings a wealth of board level experience at UK listed companies, internationally and in regulated industries to his role as Senior Independent 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



Committee Membership

A Audit Committee N Nomination Committee R Remuneration Committee ● Chair of Committee ● Member of Committee

Notes on the Resolutions continued

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.

Resolution 16 – Authority to allot shares

The purpose of this resolution is to renew the Directors' authority to allot shares. This resolution would allow the Directors to allot shares and grant rights to subscribe for or convert any securities into shares up to an aggregate nominal value of £12,500,000, being just less than one third of the total issued share capital of the Company (excluding treasury shares) as at 15 June 2023 (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 2024 and (ii) 30 September 2024. 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.

Resolution 17 – Political Donations and expenditure

Under the 2006 Act, political donations exceeding £5,000 in aggregate in any 12 month period to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. The Company does not, directly or through any subsidiary, make political donations or incur political expenditure within the ordinary meaning of those words and the Directors have no intention of using the authority for that purpose. The authority being requested from shareholders is not designed to change this. However, the definitions used in the 2006 Act are very broad and, as a result, it is possible that normal business activities (commonly accepted as a way of engaging with stakeholders to ensure that issues and concerns which are important to the Company are addressed) may be caught by the legislation. Activities of this nature are not designed to support any political party or to influence public support for a particular party. This resolution is proposed to ensure that the Company and its subsidiaries do not, because of any uncertainty due to the broad nature of the definitions under the 2006 Act, unintentionally commit any technical breach of the 2006 Act.

Resolutions 18 and 19 – Disapplication of pre-emption rights

Resolutions 18 and 19, which will be proposed as special resolutions, would give the Directors the power to allot shares (or sell treasury shares) for cash, without first offering them to existing shareholders in proportion to their current holdings.

The power in resolution 18 would be limited (i) to allotments or sales under resolution 16 in connection with pre-emptive offers; or (ii) 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 15 June 2023 (being the latest practicable date prior to the publication of the Notice of Meeting).

The effect of resolution 19 is to authorise the Directors to disapply statutory pre-emption rights in respect of an additional £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 15 June 2023 (being the latest practicable date prior to the publication of the Notice of Meeting).

In accordance with the Pre-Emption Group's Principles, the Directors confirm that the authority under resolution 19 will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Directors are aware of the Pre-Emption Group's most recent Statement of Principles on Disapplying Pre-emption Rights published in November 2022. However, at this time, the Directors consider it appropriate to retain the previous limits of 5% of the issued ordinary share capital of the Company in resolutions 18 and 19 and have not adopted the increased limits. The Directors will keep emerging market practice under review.

The authorities in resolution 18 and resolution 19 will expire on the earlier of (i) the conclusion of the annual general meeting of the Company in 2024 and (ii) 30 September 2024.

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 20 – Authority to purchase own shares

The Directors were authorised at the 2022 annual general meeting of the Company 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 2023 annual general meeting of the Company. 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 2024 and (ii) 30 September 2024, in respect of up to 37,900,000 ordinary shares, which is approximately 10% of the Company's issued share capital as at 15 June 2023 (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 21 – Notice of general meetings

Under the 2006 Act, the notice period for general meetings is 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must be held on at least 21 clear days' notice.

Resolution 21 seeks to renew the authority obtained at the 2022 annual general meeting of the Company 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 of the Company in 2024, 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.

Information for Shareholders

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 18 July 2023 (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 18 July 2023 (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. Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to **www.proxymity.io**. Your proxy must be lodged by 12.30pm on 18 July 2023 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 Proxymity'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:
- a. the audit of the Company's accounts to be laid at the meeting (including the Auditor's Report and the conduct of the audit); or
 - b. any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act.

Information for Shareholders continued

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 18 July 2023. 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 15 June 2023 (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 15 June 2023 is 379,645,332. The Company does not currently hold any shares in treasury.

Documents on display

16. Copies of the following documents will be available for inspection by prior appointment during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) at the Company's registered office from the date of this Notice of Meeting until the close of the AGM:

- copies of service contracts or appointment letters (as applicable) of the Company's executive and non-executive Directors; and
- Articles of Association of the Company.

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 (AGM@halma.com). A shareholder or 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.