

5112079

HALMA FINANCING LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION
CIRCULATED ON 7 APRIL 2011
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as a special resolution


SPECIAL RESOLUTION

That the amount standing to the credit of the share premium account of the Company be reduced by US\$67,000,000 (sixty-seven million US Dollars) and that an amount equal to such reduction be credited to the Company's reserves where it will be treated as profit

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions

Signed


for and on behalf of
Halma plc

Date 7 April 2011

WEDNESDAY



LD1
13/04/2011
COMPANIES HOUSE

EXPLANATORY NOTES FOR SHAREHOLDERS:

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods
 - **BY HAND** by delivering the signed copy to Carol Chesney at Halma plc
- If you do not agree to the above resolutions, you do not need to do anything
- 2 Once you have signified your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 24 May 2011, sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the resolutions, please ensure that signification of your agreement reaches us before or on this date
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document