

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

JPMorgan Cazenove, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for Tomkins plc and no one else in connection with the share capital reduction, increase and redenomination and will not be responsible to anyone other than Tomkins plc for providing the protections afforded to its clients or for giving advice in connection with the arrangements described in this document.

Notice of the Annual General Meeting of the Company to be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 1 May 2008 at 11.00 a.m. is set out on pages 4 to 8 of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the commencement of the Annual General Meeting.

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Outline expected timetable

Latest time and date for receipt of Forms of Proxy	11.00 a.m. on Tuesday 29 April 2008
Annual General Meeting	11.00 a.m. on Thursday 1 May 2008
Court hearing to confirm reduction of capital for the proposed redenomination of share capital	Wednesday 21 May 2008
Expected date for reduction and increase of capital for the proposed redenomination becoming effective	22 May 2008
Dealings commence in New Dollar Shares	22 May 2008

Letter from the Chairman of Tomkins plc

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27 March 2008

To holders of Ordinary Shares

Dear Shareholder,

Notice of 2008 Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 1 May 2008 at 11.00 a.m. The formal notice of Annual General Meeting is set out on page 4 of this document.

The business to be considered at this year’s AGM is explained on pages 9 to 11 of this document. In addition to our usual business, this year we are also proposing changes to the constitution and share capital of the Company.

New Articles of Association

In common with many UK listed companies, we are asking Shareholders to approve a number of amendments to our Articles of Association, primarily to reflect the provisions of the UK Companies Act 2006. An explanation of the main differences between the existing and the proposed Articles of Association is set out in Appendix 1 on pages 12 to 14 of this document.

Redenomination of Share Capital

In our 2007 preliminary results announcement that was released on 21 February 2008, we announced that the Board had decided to present the Group's financial statements in US dollars with effect from the beginning of 2008 and that we would be asking Shareholders to approve the redenomination of the Company's share capital from Sterling into US dollars.

The Group's principal operations are based in the US and around 60 per cent. of the Group's sales originate in the US.

By changing the Group's reporting currency, we will protect the Group's results from the effect of fluctuations in the value of the US dollar such that they will provide a better reflection of the underlying performance of our business. We will also be able to simplify and improve the efficiency of our internal processes by aligning the currency in which we report our results externally with that which is used internally by our principal operations.

As part of this process it is advantageous to redenominate the Company's share capital in US dollars and declare future dividends in US dollars. In this way, the legal form of shareholders' investment in the Company will be more closely aligned with its economic substance as an interest in an income stream that is generated principally in US dollars.

The Redenomination is to be effected by the cancellation of all of the Existing Ordinary Shares (currently denominated in Sterling) and the issue in their place of New Dollar Shares (denominated in US dollars) on the basis of one New Dollar Share for each Existing Ordinary Share.

If the proposal to redenominate the Company's share capital is approved, the 2007 final dividend will be the last to be declared and paid in Sterling. After the Redenomination, dividends will be declared and paid in US dollars. See section 5 of Appendix 2 on page 16 of this document for further information in relation to dividend payments.

The Company's Ordinary Shares will remain listed on the London Stock Exchange, where they will continue to be quoted in Sterling. The Company will also continue to be listed on the New York Stock Exchange with its American Depositary Receipts quoted in US dollars. The Company will continue to have its headquarters in the UK.

Further details of the proposed Redenomination and the resolutions to be proposed at the AGM in connection with the Redenomination are set out in Appendix 2 on pages 15 to 19 of this document.

Voting arrangements

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this document and return it to our registrars as soon as possible. They must receive it by 11.00 a.m. on Tuesday 29 April 2008.

We are proposing, for the first time, to conduct voting by way of poll, using an electronic poll voting system.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 9 to 11 of this document.

Recommendation

The Directors, who have received financial advice from JPMorgan Cazenove in relation to the redenomination, consider that all the resolutions to be put to the meeting are in the best interests of the Company and its Shareholders as a whole. In giving its advice, JPMorgan Cazenove has relied upon the Directors' commercial assessments of the merits of the redenomination. The Directors will be voting in favour of the resolutions to be put to the meeting in relation to their own holdings and unanimously recommend that you do so as well.

Yours sincerely,

David Newlands
Chairman

Tomkins plc

Notice of Annual General Meeting

This year's annual general meeting will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 1 May 2008 at 11.00 a.m. You will be asked to consider and pass the resolutions below. Resolutions 13 to 16 inclusive will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive the Directors' report and financial statements for the year ended 29 December 2007 together with the independent auditors' report.
2. To approve the Remuneration Committee report for the year ended 29 December 2007.
3. To declare a final dividend of 8.57p per ordinary share for the year ended 29 December 2007.
4. To reappoint as a Director James Nicol.
5. To reappoint as a Director David Richardson.
6. To reappoint as a Director John McDonough.
7. To reappoint as a Director Leo Quinn.
8. To reappoint as a Director John Zimmerman.
9. To reappoint Deloitte & Touche LLP as independent auditors.
10. To authorise the Directors to determine the independent auditors' remuneration.
11. THAT the Directors be and are hereby authorised in accordance with, and subject to the terms of, article 5 of the Company's Articles of Association to allot relevant securities:
 - (A) up to an aggregate nominal amount of £14,673,721; and
 - (B) subject to and conditional on the Reduction of Capital (as defined in resolution 16 below) and associated matters referred to in resolution 16 becoming effective (the "**Redenomination**"), and in substitution for the authority granted by paragraph (A) of this resolution 11, but without prejudice to any prior exercise of such authority, up to an aggregate nominal amount of US\$29,359,180.
12. THAT the Company's authorised share capital be reduced by US\$1,956,000,000 by the cancellation of 13,920,000 US dollar denominated voting Convertible Cumulative Preference Shares of US\$50 each and 25,200,000 US dollar denominated voting Convertible Cumulative Redeemable Preference Shares of US\$50 each.

Special resolutions

Issue of shares

13. THAT the Directors be and are hereby authorised in accordance with, and subject to the terms of, article 6 of the Company's Articles of Association to allot shares for cash for the purposes of paragraph (ii) of article 6:
 - (A) up to an aggregate nominal amount of £2,210,266; and
 - (B) subject to and conditional on the Redenomination becoming effective, and in substitution for the authority granted by paragraph (A) of this resolution 13, but without prejudice to any prior exercise of such authority, up to an aggregate nominal amount of US\$4,422,300.

Purchase of shares

14. THAT the Company be and is hereby generally and unconditionally authorised, in substitution for any authority to purchase ordinary shares in the capital of the Company ("**Shares**") previously conferred (save to the extent the same has been exercised), to make market purchases (within the meaning of section 163(3) of the Companies Act 1985 (the "**Act**")) of Shares provided that:

- (A) the maximum number of Shares hereby authorised to be acquired is 88,410,677 Shares or, if lower, such number of Shares as is equal to 10 per cent. of the issued ordinary share capital of the Company at the close of business on 30 April 2008;
- (B) the maximum price which may be paid for any Share is an amount equal to 105 per cent. of the average of the middle market quotations for a Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased and the minimum price which may be paid for any such Share shall be the nominal value of that Share; and
- (C) this authority shall expire on 1 May 2009 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2009, but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of Shares may be made in pursuance of any such contract.

Amendment of Articles of Association

15. THAT the Articles of Association produced to the meeting and initialled by the chairman of the meeting 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.

Redenomination of Share Capital

16. THAT, subject to and conditional upon the passing as a special resolution of resolution 15, and in addition to and without prejudice to the authority granted pursuant to resolution 11:

- (A) the capital of the Company be increased by £50,000 by the creation of 50,000 deferred shares of £1 each (each a "**Deferred Share**") having the rights and restrictions set out in article 6 of the Articles of Association of the Company adopted pursuant to resolution 15 (the "**New Articles**");
- (B) the sum of £50,000 standing to the credit of the Company's reserves be capitalised and, accordingly, the Directors be and are hereby authorised and directed to appropriate prior to the Effective Date (as defined in paragraph (E) of this resolution 16) the said sum of £50,000 in paying up in full at par 50,000 Deferred Shares and to allot and issue the same, credited as fully paid to the then Company Secretary of the Company or any Director as the Board of Directors of the Company shall nominate and for the purpose of section 80 of the Companies Act 1985 (the "**Act**") such authority shall expire at the earlier of (i) the Effective Date and (ii) the conclusion of the next Annual General Meeting of the Company;
- (C) the share capital of the Company be reduced by cancelling and extinguishing all of the issued and unissued ordinary shares of 5p each in the capital of the Company (the "**Existing Ordinary Shares**") in existence as at 6.00 p.m. on the business day immediately preceding the day on which the High Court of Justice in England and Wales makes an order confirming such reduction of capital (such cancellation and extinguishment being referred to as the "**Reduction of Capital**") and the credit arising in the Company's books of account as a result of the Reduction of Capital be transferred to a special reserve of the Company (the "**Cancellation Reserve**");
- (D) forthwith and conditional upon the Reduction of Capital taking effect and prior to the allotment and issue of the New Dollar Shares referred to in paragraph (E) (iv) of this resolution 16, the New Articles of the Company be and are hereby amended as follows:
 - (i) by deleting article 3 and substituting the following:

"3. The company's authorised share capital is US\$[•] divided into [•] ordinary shares of US\$[•] each and £50,000 divided into 50,000 deferred shares of £1 each" where the figures to be inserted shall be those figures resulting from the application of resolution 16(E)(i) below; and
 - (ii) by adding at the end of article 36:

"(D) In the case of an instrument of transfer expressed to be a transfer of shares denominated in Sterling and bearing a date which is on or before 22 May 2008, such transfer shall be a transfer of the same number of ordinary shares denominated in US dollars as is specified in such transfer";

Tomkins plc

Notice of Annual General Meeting

continued

- (E) immediately upon the Reduction of Capital taking effect (such date to be the "**Effective Date**"):
- (i) the authorised share capital of the Company be increased to such amount as results from the creation of such number of new ordinary shares as is equal to the number (the "**Relevant Number**") of Existing Ordinary Shares as were cancelled pursuant to the Reduction of Capital, each such share (a "**New Dollar Share**") having a nominal value in cents rounded down to the nearest whole cent equivalent to 5p (the "**Dollar Nominal Value**") calculated by reference to the closing mid-point exchange rate for US dollars with Sterling in London as derived from Reuters at 4.00 p.m. on the day immediately prior to the Effective Date (or if such day is not a business day, the business day immediately preceding the Effective Date) as published in the Financial Times on the Effective Date, or another published rate considered appropriate by the Directors (the "**Exchange Rate**");
 - (ii) the sum standing to the credit of the Cancellation Reserve be converted into US dollars at the Exchange Rate;
 - (iii) the sum standing to the credit of the Cancellation Reserve as a result of the conversion referred to in sub-paragraph (E)(ii) of this resolution 16 be applied in paying up the number of New Dollar Shares in full at the Dollar Nominal Value as is equal to the Relevant Number, provided that if there would otherwise be any surplus amount remaining in the Cancellation Reserve, the Relevant Number of New Dollar Shares shall be paid up at an aggregate premium equal to such remaining amount; and
 - (iv) the Relevant Number of New Dollar Shares be allotted and issued credited as fully paid to those persons who appear on the Register of Members of the Company at 6.00 p.m. on the business day immediately prior to the Effective Date as the holders of the cancelled Existing Ordinary Shares on the basis of one New Dollar Share for each Existing Ordinary Share held by them;
- (F) in addition to and without prejudice to any other authority conferred upon the Directors to allot relevant securities of the Company, the Directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of section 80 of the Act to exercise all powers of the Company to allot the Relevant Number of the New Dollar Shares created by this resolution 16 (in aggregate, a maximum nominal amount in US dollars of relevant securities as is equal to the Relevant Number multiplied by the Dollar Nominal Value) and this authority shall expire at the conclusion of the next Annual General Meeting of the Company.

By order of the Board

D P Burton
Company Secretary

27 March 2008

Registered Office:
East Putney House
84 Upper Richmond Road
London SW15 2ST

Registered in England No. 203531

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. 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. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact our Registrars, Equiniti on 0871 384 2811. Calls to this number are charged at 8p per minute from a BT landline. Other telephone provider costs may vary. If you are calling from outside the UK, please call 00 44 121 415 7568.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6LF no later than 11.00 a.m. on Tuesday 29 April 2008.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. 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 Annual General 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on Tuesday 29 April 2008 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 18 March 2008 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 884,106,772 ordinary shares, carrying one vote each and the Company held 3,683,495 ordinary shares in treasury (representing 0.4 per cent. of the Company's issued ordinary share capital). Therefore, the total voting rights in the Company as at 18 March 2008 were 880,423,277.
8. 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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continued

9. 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 CRESTCo's specifications, and must contain the information required for such instruction, 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 issuer's agent (ID 7RA01) by 11 a.m. on Tuesday 29 April 2008. 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 issuer'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.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. 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 CREST sponsor or voting service provider(s) take(s)) 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.
11. 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.
12. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

Explanatory notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 12 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 13 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

The business to be transacted at the AGM is as follows:

Normal business

Resolution 1

Receive and adopt the Tomkins Annual Report 2007.

Resolution 2

Approve the 2007 Tomkins Remuneration Committee report.

Resolution 3

Declare a dividend.

Resolutions 4 to 8

Reappoint Directors. The Directors of the Company at the year end are listed in the table on page 51 of the 2007 Annual Report, which accompanies this document. They were all Directors throughout the year, except Messrs. J McDonough, L Quinn and J Zimmerman, who were appointed Directors on 14 June, 6 July and 1 October 2007 respectively. In accordance with the Articles of Association, Messrs. J Nicol and D Richardson retire by rotation, and Messrs. J McDonough, L Quinn and J Zimmerman retire by virtue of having been appointed since the last Annual General Meeting. All retiring Directors will be seeking reappointment. The Board considers that the wide range of skills and experience of the present group of Directors provides a sound basis for an effective Board, and for this reason the Board fully supports the reappointment of all the retiring Directors and recommends that Shareholders vote in favour of their reappointment. Biographical information about the Directors is set out on page 51 of the 2007 Annual Report.

Resolutions 9 and 10

Reappoint Deloitte & Touche LLP as independent auditors and authorise the Directors to determine their remuneration.

Resolution 11

Resolution 11 renews Directors' authority to issue relevant securities until the next AGM. To ensure that the Directors have the authority to issue shares prior to the Redenomination, paragraph (A) of resolution 11 confers authority to issue relevant securities up to an amount not exceeding £14,673,721, representing 293,474,420 Existing Ordinary Shares, being 33 $\frac{1}{3}$ per cent. of the issued ordinary share capital (excluding treasury shares) as at 18 March 2008 (being the latest practicable date prior to the publication of this document).

Explanatory notes to the Notice of Annual General Meeting

continued

Following the Redenomination, paragraph (B) will confer on Directors, in substitution of the authority granted pursuant to paragraph (A), authority to issue relevant securities up to an amount not exceeding US\$29,359,180. At the time of the AGM, the Company will not know the exchange rate for the purpose of redenominating the Company's share capital and so the authority sought represents no more than $33\frac{1}{3}$ per cent. of the Company's existing issued share capital (excluding treasury shares) based on the closing mid-point exchange rate for US dollars with Sterling in London as derived from Reuters at 4.00 p.m. on 17 March 2008 as published in the Financial Times on 18 March 2008, being the latest practicable date prior to the publication of this document. Due to fluctuating rates of exchange, it may transpire that such authority exceeds an amount which represents $33\frac{1}{3}$ per cent. of the Company's issued ordinary share capital (excluding treasury shares) in US dollars, as redenominated. In such case, the Directors undertake that during the relevant period of the authority they will not allot shares under this revised authority in excess of $33\frac{1}{3}$ per cent. of the issued ordinary share capital (excluding treasury shares) as at the Effective Date without seeking further authority from Shareholders.

The Directors do not have any current plans to exercise the authority to be granted pursuant to this resolution.

Resolution 12

The Company issued Convertible Cumulative Preference Shares of US\$50 each and Convertible Cumulative Redeemable Preference Shares of US\$50 each in connection with the acquisition of The Gates Corporation in 1996. The last of these shares were redeemed by the Company during 2007. Accordingly, Shareholders' approval is now sought to cancel the authorised share capital represented by such shares, as it is no longer required.

Resolution 13 (special resolution)

Resolution 13 renews the Directors' authority to allot and, in the case of treasury shares, sell, shares for cash without first offering them to existing shareholders on a pro rata basis until the next AGM. The authority sought is limited to the issue or, in the case of treasury shares, sale, in total of up to 44,205,320 ordinary shares of 5p each (£2,210,266), being approximately (but not more than) 5 per cent. of the issued ordinary share capital as at 18 March 2008 (being the latest practicable date prior to the publication of this document).

As for resolution 11 above, following the Redenomination the limit on this authority will be changed to a US dollar figure of US\$4,422,300. If, under this revised authority, it transpires that such authority exceeds an amount which represents 5 per cent. of the Company's issued ordinary share capital as redenominated, the Directors undertake that during the relevant period of authority they will not allot securities for cash or, in the case of treasury shares, sell securities for cash amounting in total to more than 5 per cent. of the Company's issued share capital otherwise than to existing Shareholders pro rata to their shareholdings.

Your Board further confirms its intention, in line with the guidelines issued by representatives of institutional investors, that not more than 7.5 per cent. of the issued ordinary share capital will be allotted, or, in the case of treasury shares, sold for cash, on a non pre-emptive basis during any three-year period.

Resolution 14 (special resolution)

Resolution 14 seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum of 10 per cent. of the issued ordinary share capital, being 88,410,677 Ordinary Shares. Your Board may make purchases of the Company's shares if it considers such purchases will result in an increase in earnings per share and are in the best interests of shareholders generally. The Company may also purchase its own shares in order that they can, at the relevant time, be allocated to employees as required under the Company's Annual Bonus Incentive Plan. If the Company purchases any of its ordinary shares pursuant to resolution 14, the Company may cancel these shares or hold them in treasury. Such decision will be made by your Board at the time of purchase.

Options to subscribe for a total of 19,281,160 ordinary shares of 5p each in the Company, being 2.19 per cent. of the issued ordinary share capital (excluding treasury shares), were outstanding at 18 March 2008 (being the latest practicable date prior to the publication of this document). If the Company were to purchase the maximum number of ordinary shares permitted (under the existing authority and resolution 14), the options outstanding at 18 March 2008 would represent 2.72 per cent. of the issued ordinary share capital (excluding treasury shares).

Adoption of new Articles of Association

Resolution 15 (special resolution)

It is proposed in resolution 15 that the Company should adopt new Articles of Association in order to update the Company's Current Articles primarily to take account of changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in Appendix 1. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in the Appendix.

Redenomination of Share Capital

Resolution 16 (special resolution)

It is proposed in resolution 16 that the nominal value of the Ordinary Shares of the Company should be changed from Sterling to US dollars, and certain consequential changes made to the New Articles. The Redenomination is to be effected by the cancellation of all of the Existing Ordinary Shares (currently denominated in Sterling) and the issue in their place of New Dollar Shares (denominated in US dollars) on the basis of one New Dollar Share for each Existing Ordinary Share.

The Redenomination will require certain consequential amendments to the Company's Articles of Association. The anticipated date on which the Redenomination is to become effective is 22 May 2008. Accordingly, the amendments made will be to the Company's New Articles rather than the Current Articles.

Further details of each part of the resolution required to effect the Redenomination are set out in Appendix 2.

Inspection of documents

The following documents will be available for inspection during business hours at the Company's registered office at East Putney House, 84 Upper Richmond Road, London SW15 2ST and at the office of Slaughter and May, One Bunhill Row, London EC1Y 8YY from the date of this document until the time of the AGM and at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE from 15 minutes before the AGM until it ends:

- Copies of the Executive Directors' service contracts;
- Copies of letters of appointment of the Non-Executive Directors; and
- A copy of the Current Articles of the Company and a copy of the New Articles.

Appendix 1

Explanatory notes of principal changes to the Company's Articles of Association

1. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. General meetings

2.1 Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the New Articles because the relevant matters are provided for in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

2.2 Votes of members

Under the Companies Act 2006, proxies are entitled to vote on a show of hands as well as on a poll, whereas under the Current Articles, proxies are entitled to vote only on a poll. The New Articles reflect the position under the Companies Act 2006 by permitting Shareholders present in person or by proxy to vote on a show of hands as well as on a poll.

Under the New Articles, multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the Shareholder.

3. Directors, Directors' duties and Board proceedings

3.1 General

The minimum and maximum number of Directors remains the same under the New Articles (two and 15 respectively). However, the New Articles also allow the Shareholders to change these limits by passing an ordinary resolution.

The New Articles do not contain any requirement for a Director to hold qualification shares. The Current Articles require a Director to hold at least 5,000 Ordinary Shares of the Company.

3.2 Retirement of Directors

The Current Articles provide that one third of all Directors should retire from office each year (not taking into account any Director who has been appointed by the Board to fill a vacancy, who will also be required to retire). In order to bring the Company's constitution more in line with the provisions of the Combined Code, the New Articles will provide that at each annual general meeting, the following shall retire:

- (A) any Director appointed by the Board since the last general meeting;
- (B) any Director who held office at the time of the two preceding annual general meetings and who did not retire at either of them; and
- (C) any Director who has been in office, other than as a Director holding an executive position, for a continuous period of nine years or more at the date of the meeting.

3.3 Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when the Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

3.4 Notice of Board meetings

Under the Current Articles, when a Director is abroad he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a Director who is abroad.

4. Powers of Directors

4.1 Borrowing powers of Directors

The Company will continue to have the same borrowing powers once the New Articles have been adopted. However, to reflect the change of the Company's reporting currency to US dollars, references to Sterling in the current provisions relating to the borrowing powers of Directors have been replaced with references to US dollars in the New Articles.

4.2 Distribution of assets otherwise than in cash

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles of association of a company, and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

Appendix 1

Explanatory notes of principal changes to the Company's Articles of Association

continued

5. Shares and share capital

5.1 Authorised share capital

As there are no longer any Preference Shares outstanding, the provisions of the Current Articles specifying the rights of the Perpetual Convertible Shares and Redeemable Convertible Shares have been removed. Provisions have been added specifying the rights of the Deferred Shares (see paragraph 9 below).

5.2 Transfers of shares

The Current Articles contain the right for the Board, in its absolute discretion and without giving any reason, to refuse to register a transfer of any certificate share. However, from 6 April 2008 the Companies Act 2006 will require that where such a power is exercised, reasons must be given. This provision has been amended accordingly in the New Articles. Other provisions of the Current Articles relating to the transfer of shares have been deleted in the New Articles, as they duplicate statutory provisions (see paragraph 1 above).

6. Dividends

The New Articles will permit the declaration and payment of dividends by the Company in any currency (the Current Articles permit dividends to be declared only by reference to an amount in Sterling). This will give the Company the flexibility to declare dividends in US dollars following the Redenomination. See section 5 of Appendix 2 for further details of how dividends will be paid following the Redenomination.

7. Records to be kept

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is contained in the Companies Act 2006.

8. Electronic and web communications

A resolution was passed at the 2007 annual general meeting of the Company to permit the Company to take advantage of the provisions of the Companies Act 2006 which came into force in January 2007 and which permit companies to communicate with members by electronic and/or website communications. The New Articles incorporate provisions reflecting this resolution and permitting electronic and/or website communications with Shareholders.

9. Changes associated with the Redenomination

The New Articles include the rights of the Deferred Shares to be issued to the Company Secretary in order to ensure that the Company continues to comply with the requirements of the Companies Act 1985 following the Redenomination (as described in section 2 of Appendix 2).

10. General

Generally the opportunity has been taken to bring clearer language into the New Articles.

Appendix 2

Explanatory notes of Redenomination of Share Capital

1. Details of the Redenomination

The Redenomination will be implemented by way of a Reduction of Capital pursuant to section 135 of the Companies Act 1985. This requires all of the ordinary share capital of the Company to be reduced by cancelling and extinguishing all of the Existing Ordinary Shares and the credit arising in the Company's books of account as a result of such cancellation and extinguishment to be transferred to a Cancellation Reserve.

On the Effective Date of the Reduction of Capital the authorised share capital of the Company will be increased by the amount in US dollars which is necessary to create such number of new Ordinary Shares as is equal to the aggregate number of Existing Ordinary Shares cancelled. The nominal value of the New Dollar Shares will be approximately equal to the nominal value of the Existing Ordinary Shares at the Exchange Rate, rounded down to the nearest whole cent (on the basis of current rates of exchange, this is expected to be 9 US cents). The New Dollar Shares will have the same rights and restrictions attached to them as the Existing Ordinary Shares.

On the Effective Date, the required number of New Dollar Shares will be allotted, issued and credited as fully paid to those persons who appear on the Register of Members of the Company at close of business on the business day immediately prior to the Effective Date on the basis of one New Dollar Share for each Existing Ordinary Share held by them. Such allotment and issue shall be effected by applying the sum standing to the credit of the Cancellation Reserve. If there is a surplus remaining in the Cancellation Reserve after the allotment, the New Dollar Shares will be treated as paid up at an aggregate premium equal to the surplus.

2. Increase of capital

Prior to the Reduction of Capital, the Company will also need to increase its capital by £50,000 by the creation of 50,000 Deferred Shares of £1 each with extremely limited and deferred rights. Upon the recommendation of the Directors, the sum of £50,000 standing to the credit of the reserves of the Company will be capitalised in paying up the 50,000 Deferred Shares in full at par. The 50,000 Deferred Shares will be allotted, issued and credited as fully paid shares to the then Company Secretary of the Company.

The Deferred Shares will be created so that, following the Reduction of Capital, the share capital of the Company continues to satisfy the requirements of section 118 of the Companies Act 1985 that any public company incorporated under the Companies Act 1985 must have a minimum share capital of £50,000. It is the intention that the Deferred Shares will always be held by the Company Secretary or a Director of the Company and usually by the Company Secretary. However, the Board may in its absolute discretion determine at some future date that the Deferred Shares be held by any other person. The Deferred Shares will not be listed on any investment exchange. The Companies Act 2006 will introduce changes to share capital requirements on 1 October 2009 after which share capital in Sterling will no longer be required. Accordingly, the Company is proposing to buy back the Deferred Shares and cancel them after 1 October 2009.

3. Conditions

The Redenomination will become effective and binding on the Effective Date if the following conditions are fulfilled:

- (a) resolution 16 set out in the Notice of Annual General Meeting in this document is duly passed;
- (b) the Reduction of Capital is confirmed by the Court and an office copy of the Court order together with a minute containing the particulars required by section 138 of the Companies Act 1985 are registered by the Registrar of Companies in England and Wales; and
- (c) the UK Listing Authority has admitted or agreed to admit the relevant New Dollar Shares to the Official List and the London Stock Exchange has admitted or has agreed to admit the New Dollar Shares to the LSE's Regulated Market.

If the above conditions are fulfilled, it is expected that the Redenomination will become effective on 22 May 2008. Shareholders will be notified if the Redenomination is to take effect on any day other

Appendix 2

Explanatory notes of Redenomination of Share Capital

continued

than 22 May 2008 by announcement to the UK Listing Authority and advertisement in the UK press. The Board reserves the right not to take the necessary action to give effect to the Redenomination if it considers such action would not be appropriate or in the best interests of the Company.

4. Effects of the Redenomination

Each Shareholder will maintain the same number of shares and percentage interest in the issued ordinary share capital of the Company as he/she has as at close of business on the business day immediately prior to the Effective Date. The rights and obligations of the New Dollar Shares will be the same in all respects as the Existing Ordinary Shares.

5. Dividends

Other than the final 2007 dividend (which will be declared and paid in Sterling, as in previous years) following the Redenomination, dividends will be declared in US dollars. Shareholders with registered addresses in the UK will continue to receive their dividends in Sterling, unless they choose to receive them in US dollars. All other Shareholders will receive their dividends in US dollars.

It is intended that the Sterling amount of any dividend will be calculated by reference to the Sterling/US dollar exchange rate shortly before the dividend is paid.

The exchange rate used to calculate the Sterling amount of any dividend and the Sterling cash value of any dividend will be published on the Company's website as soon as practicable after they have been established. The Company will announce at the time it proposes any dividend the timetable for the fixing of the applicable exchange rate and for the payment of the relevant dividend.

Shareholders in the UK who wish to receive their dividends in US dollars should contact Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, UK.

6. Share certificates and CREST

6.1 Shares held in certificated form on the Effective Date

No new certificates for the New Dollar Shares will be dispatched to Shareholders if the Redenomination becomes effective. The share certificates for the Existing Ordinary Shares will remain effective even though the nominal amount of New Dollar Shares will then be different from that stated on the existing share certificates.

6.2 Shares held in uncertificated form (that is, in CREST) on the Effective Date

If the Redenomination becomes effective, then prior to the commencement of dealings in the New Dollar Shares on the LSE, the appropriate stock account in CREST of the relevant Shareholder will be credited with such person's entitlement to New Dollar Shares and the relevant holding of Existing Ordinary Shares will be cancelled. The New Dollar Shares are expected to be eligible to be traded through the CREST system with effect from the date of commencement of dealings on the LSE.

6.3 General

There will be no suspension of dealings in London for the Ordinary Shares, or New York for the ADRs, and the Register of Members of the Company will not close for the purposes of implementing the Redenomination.

7. Dealing and trading arrangements

The New Dollar Shares issued to Shareholders will be issued by entry on the Register of Members of the Company.

The New Dollar Shares will be quoted on the LSE and settled in Sterling, as is the case with the Existing Ordinary Shares. The ADRs will continue to represent four Ordinary Shares and will be quoted on the NYSE in US dollars.

The Company is a constituent of the FTSE 250 Index. The Company has been advised that immediately following the Redenomination the Company will continue to be included in the FTSE 250 Index.

If the Redenomination becomes effective on 22 May 2008, dealings in the New Dollar Shares on the LSE will commence on 22 May 2008. The attention of Shareholders whose shares are held through CREST is drawn to paragraph 6 of this Appendix 2.

8. Taxation

8.1 UK taxation

The following statements are intended only as a general guide to current UK tax legislation and to the current practice of HM Revenue and Customs (which are both subject to change at any time), and they do not constitute tax advice. They relate only to persons who are the absolute beneficial owners of the shares, who hold their shares as investments and who are resident or (if individuals) ordinarily resident in the United Kingdom for tax purposes. They may not apply to certain classes of Shareholders, such as, for example, Shareholders who have, or are deemed to have, acquired their Existing Ordinary Shares by reason of, or in connection with, an office or employment. Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should obtain their own tax advice immediately.

The cancellation of the Existing Ordinary Shares under the Reduction of Capital and the allotment of New Dollar Shares pursuant to AGM resolution 16(E)(iv) will be regarded as a reorganisation of the Company's share capital for the purposes of UK tax on chargeable gains. Accordingly, no liability to UK tax on chargeable gains will arise for Shareholders by reason of the Reduction of Capital being implemented and the allotment and issue of New Dollar Shares pursuant to AGM resolution 16(E)(iv) being effected. New Dollar Shares issued to a Shareholder which replace that Shareholder's holding of Existing Ordinary Shares following the Reduction of Capital will, for the purposes of UK tax on chargeable gains, be treated as the same asset as, and having been acquired at the same time as, the Shareholder's Existing Ordinary Shares.

No stamp duty or SDRT will be payable on the allotment or issue of New Dollar Shares pursuant to AGM resolution 16(E)(iv).

8.2 Certain US Federal Income Tax Considerations

Internal Revenue Service Circular 230 Notice: To ensure compliance with Internal Revenue Service Circular 230, Shareholders are hereby notified that: (A) any discussion of federal tax issues contained or referred to in this Notice of Annual General Meeting is not intended to be used, and cannot be used, by Shareholders for the purpose of avoiding penalties that may be imposed on them under the Internal Revenue Code; (B) such discussion is written in connection with the promotion or marketing by the Company of the transactions or matters addressed herein; and (C) Shareholders should seek advice based on their particular circumstances from an independent tax advisor.

General

The following is a summary of certain US federal income tax consequences of the Redenomination to US Holders of the Existing Ordinary Shares. This discussion assumes that the US Holder holds Existing Ordinary Shares as capital assets and may not be applicable to US Holders who acquired Existing Ordinary Shares pursuant to the exercise of options or warrants or otherwise as compensation for services. For United States federal income tax purposes, a US Holder of Tomkins ADRs will be treated as the owner of the Existing Ordinary Shares (and after the Redenomination, the New Dollar Shares) those Tomkins ADRs represent. As used herein, a "US Holder" means (a) a citizen or resident of the United States; (b) a corporation or other entity taxable as a corporation organized under the laws of the United States or any political subdivision thereof (including the states of the United States and the District of Columbia); (c) an estate, the income of which is subject to United States federal income taxation regardless of its source; (d) a trust if a court within the United States is able to exercise primary jurisdiction over its administration and one or more United States persons have authority to control all substantial decisions of the trust; or (e) any other person that is subject to United States federal income tax on his, her or its worldwide income. Special rules, not discussed here, may apply to US Holders through entities treated for United States federal income tax purposes as partnerships, and those persons should consult their own tax advisors to consider the impact of these rules on their particular situations.

Appendix 2

Explanatory notes of Redenomination of Share Capital

continued

This discussion is based on the United States Internal Revenue Code of 1986, as amended, applicable United States Treasury regulations, judicial authority, and administrative rulings and practice, all as of the date of this Notice of Annual General Meeting. Future legislative, judicial, or administrative changes or interpretations, which may or may not be retroactively effective, may result in United States federal income tax consequences that are different than those set forth below. No ruling has been sought from the United States Internal Revenue Service as to the United States federal income tax consequences of the Redenomination or any other matter considered in this discussion, and our conclusions are not binding upon the United States Internal Revenue Service or any court. This discussion does not address any state, local or foreign tax matters.

Tax Considerations Applicable to US Holders

The following are the material United States federal income tax consequences to US Holders that exchange Existing Ordinary Shares for New Dollar Shares pursuant to the Redenomination:

- (a) a US Holder will not recognize any gain or loss upon the exchange of Existing Ordinary Shares for New Shares pursuant to the Redenomination;
- (b) a US Holder will have a tax basis in the New Shares received pursuant to the Redenomination equal to the tax basis of the Existing Ordinary Shares surrendered by the US Holder pursuant to the Redenomination; and
- (c) the US Holder's holding period for New Shares received in exchange for Existing Ordinary Shares pursuant to the Redenomination will include the holding period for the Existing Ordinary Shares surrendered in exchange therefor.

US Holders should consult their own tax advisors regarding the United States federal, state and local tax consequences of the Redenomination based on their particular circumstances.

8.3 Other Jurisdictions

Any person, wherever their residency, who is in any doubt as to his or her tax position is strongly recommended to consult their professional adviser immediately.

9. Share Schemes

As a consequence of the Redenomination, all current and future options and awards granted under the Company's employees share schemes will relate to New Dollar Shares. No adjustments will be made to the number of outstanding options or awards. Any adjustments or amendments to be made to outstanding rights under, or to the rules of the Share Schemes, including any adjustment of any corporate performance targets currently expressed in Sterling will be made under the rules of the Share Schemes. The Redenomination will not affect the tax status of the UK tax approved Share Schemes.

10. Tomkins ADRs

The rights and obligations attached to the Tomkins ADRs will not be affected by the Redenomination or consequent resolutions described in this document. Accordingly, if such resolutions are adopted and the Redenomination of the Existing Ordinary Shares occurs, each Tomkins ADR will continue to represent four Ordinary Shares.

11. Trustee investment status

The Redenomination has no effect in relation to the Trustee Act 2000.

12. Timetable

If circumstances result in the expected timetable being changed, Shareholders will be informed by announcement to the UK Listing Authority and by advertisement in the UK press, and such announcement will include details of dates relevant for the purposes of dealings.

13. Explanation of the Resolution

The Redenomination and related matters require shareholder approval. Accordingly, the Notice of the Company's AGM contained in this document includes resolution 16 dealing with the proposed Redenomination. A brief explanation of the resolution set out in the Notice follows:

Resolution 16(A) and (B)

Resolution 16(A) and (B) will create 50,000 Deferred Shares of £1 each and grant the Directors authority to allot, issue and credit the same to the then Company Secretary of the Company, paid up in full at their nominal value (for the purposes described in paragraph 2 above).

Resolution 16(C), (E) and (F)

Resolution 16(C), (E) and (F) will reduce the authorised and issued ordinary share capital of the Company denominated in Sterling to nil by cancelling and extinguishing all the issued and unissued Existing Ordinary Shares, transfer the resulting credit arising in the Company's accounts to a Cancellation Reserve of the Company and forthwith and contingently upon the Reduction of Capital taking effect:

- (a) create the appropriate number of New Dollar Shares;
- (b) apply all of the Cancellation Reserve arising on the Reduction of Capital in paying up in full such number of New Dollar Shares denominated in US Dollars as is equal to the aggregate number of previously issued Existing Ordinary Shares; and
- (c) allot, issue and credit as fully paid the New Dollar Shares to those persons who appear on the Register of Members of the Company at close of business on the business day immediately prior to the Effective Date on the basis of one New Dollar Share for each Existing Ordinary Share held by them.

Resolution 16(D)

Pursuant to resolution 16(D), certain amendments will be made to the Company's New Articles in connection with the Redenomination. The principal amendments are:

- (a) to reflect the creation of the Deferred Shares, the cancellation of the Existing Ordinary Shares and the creation of the New Dollar Shares, so that the authorised share capital of the Company will consist of the Deferred Shares and New Dollar Shares (article 3); and
- (b) the addition of certain transitional provisions whereby instruments of transfer expressed to be in respect of transfers of Existing Ordinary Shares and bearing a date on or before the Effective Date will be treated as valid transfers of the same number of New Dollar Shares (article 36).

Appendix 3

Definitions

The following definitions apply throughout this document unless the context requires otherwise:

"ADR"	an American depository receipt
"Annual General Meeting" or "AGM"	the Annual General Meeting of the Company, to be held at 11.00 a.m. on Thursday 1 May 2008
"Articles of Association"	the Current Articles or New Articles, as the context demands
"Board" or "Directors"	the board of directors of Tomkins
"Cancellation Reserve"	the special reserve of the Company to which the credit arising in the Company's books of account as a result of the Reduction of Capital will be transferred
"Company" or "Tomkins"	Tomkins plc
"Court"	High Court of Justice in England and Wales
"Current Articles"	the current articles of association of Tomkins
"Deferred Shares"	the deferred shares of £1 each in the capital of Tomkins to be created pursuant to resolution 16 at the AGM
"Effective Date"	the date upon which the Reduction of Capital and the allotment of the New Dollar Shares described in this document becomes effective (expected to be 22 May 2008)
"Exchange Rate"	the closing mid-point exchange rate for US dollars with Sterling in London as derived from Reuters at 4.00 p.m. on the day immediately prior to the Effective Date (or if such day is not a business day, on the business day immediately preceding such day) as published in the Financial Times on the Effective Date or a published rate as considered appropriate by the Directors
"Existing Ordinary Shares"	the ordinary shares of 5 pence each in the capital of Tomkins
"Group"	Tomkins and its subsidiaries and subsidiary undertakings
"JPMorgan Cazenove"	JPMorgan Cazenove Limited
"LSE"	London Stock Exchange plc
"New Articles"	the articles of association of Tomkins to be adopted pursuant to resolution 15
"New Dollar Shares"	new ordinary shares in the capital of the Company denominated in US dollars replacing the Existing Ordinary Shares on the Effective Date
"Notice"	the notice at page 4 of this document convening the AGM
"NYSE"	the New York Stock Exchange
"Ordinary Shareholder(s)" or "Shareholder(s)"	holder(s) of Ordinary Shares including any person entitled by transmission
"Ordinary Shares"	Existing Ordinary Shares or (as the case may be) New Dollar Shares
"Redenomination"	the redenomination of the nominal currency of the Company's Ordinary Shares from Sterling into US dollars, as described in Appendix 2 on pages 15 to 19 of this document
"Reduction of Capital"	the share capital of the Company being reduced by cancelling and extinguishing all of the issued and unissued ordinary shares of 5p each in the capital of the Company in existence as at 6.00 p.m. on the business day immediately preceding the day on which the Court makes an order confirming such reduction of capital
"Sterling" or "£"	the lawful currency for the time being of the UK
"Tomkins ADRs"	ADRs (American depository receipts) of Tomkins, evidencing American depository shares of Tomkins, each of which represents four Ordinary Shares
"UK"	the United Kingdom of Great Britain and Northern Ireland
"US dollar" or "US\$"	the lawful currency for the time being of the US
"US" or "United States"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia, and all other areas subject to its jurisdiction