

16 Apr 1999

Tomkins Shareholders Approve Tender Offer and Share Buy-back

Tomkins is pleased to announce that its shareholders approved both resolutions tabled today at an Extraordinary General Meeting of the Company, by a majority of over 628 million votes in each case.

The first resolution authorises the Company to purchase by way of one or more tender offers up to 167 million of its ordinary shares (including ordinary shares represented by American Depositary Shares) representing nearly 15 per cent of its issued ordinary share capital. The purchase is expected to be completed by 11.30 am (London time) on Monday 19 April 1999.

The second resolution, which is in addition to the authority granted above, allows the Company to make market purchases of shares aggregating up to ten per cent of its issued ordinary share capital as at 12 March 1999, in the period up to its next Annual General Meeting. The Company will seek a further authorisation at that Annual General Meeting to purchase up to 10 per cent of its then issued ordinary share capital.

Warburg Dillon Read, the investment banking division of UBS AG which is regulated in the UK by the Securities and Futures Authority Limited, is acting for Tomkins plc and for no one else in connection with the Tender Offer and will not be responsible to anyone other than Tomkins plc for providing the protections afforded to its customers or for providing advice in relation to the Tender Offer.