

Annual General Meeting

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

Resolution 1

Receive and adopt the Tomkins Annual Report 2006.

Resolution 2

Approve the 2006 Tomkins Remuneration Committee report.

Resolution 3

Declare a dividend.

Resolution 4

Reappoint a Director. The Directors of the Company at the year end are listed in the table on page 25. They were all Directors throughout the year, with the exception of Mr D H Richardson who was appointed a Director on 1 March 2006. In accordance with the Articles of Association, David Newlands, Jack Keenan and Sir Brian Pitman retire by rotation. Jack Keenan and Sir Brian Pitman will retire from the Board at the conclusion of the AGM. David Newlands will be seeking reappointment and brings to the Board and the affairs of the Company considerable financial and management experience, having been Finance Director of The General Electric Company, plc and a Non-Executive Director of a number of other companies. He also has substantial experience in relationships with institutional shareholders. David Newlands performed well during the year, evidenced by the Board evaluation and the Board strongly supports his reappointment and recommends that shareholders vote in favour of his reappointment.

Resolutions 5 and 6

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

Resolution 7 (ordinary resolution)

Resolution 7 renews the Directors' authority to issue relevant securities up to an amount not exceeding £14,265,337, representing 285,306,740 ordinary shares of 5p each, being 33⅓% of the issued ordinary share capital (excluding treasury shares) as at 14 February 2007, until the next AGM. The Company held 2,370,822 shares in treasury as at 14 February 2007, being 0.28% of the issued ordinary share capital (excluding treasury shares) as at that date. There are at present no plans to exercise this authority, except in relation to share options and other similar categories of allotment.

Resolution 8 (special resolution)

Resolution 8 renews the Directors' authority to allot or, 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 of up to 42,914,540 ordinary shares of 5p each (£2,145,727), being approximately (but not more than) 5% of the issued ordinary share capital as at 14 February 2007. Your Board confirms its intention, in line with the guidelines issued by representatives of institutional investors, that not more than 7.5% 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 9 (special business and special resolution)

Resolution 9 seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum of 10% of the issued ordinary share capital. 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 9, the Company may cancel these shares or hold them in treasury. Such decision will be made by your Board at the time of purchase on the basis outlined above.

At last year's AGM, the Company was given authority to make market purchases of up to 77,451,900 ordinary shares of 5p each. 939,770 ordinary shares of 5p have been purchased by the Company in the market since then.

Options to subscribe for a total of 20,410,807 ordinary shares of 5p each in the Company, being 2.38% of the issued ordinary share capital (excluding treasury shares), were outstanding at 14 February 2007. If the Company were to purchase the maximum number of ordinary shares permitted (under the existing authority and resolution 9), the options outstanding at 14 February 2007 would represent 2.94% of the issued ordinary share capital (excluding treasury shares).

Resolution 10 (special business and ordinary resolution)

Resolution 10 takes advantage of the new provisions of the Companies Act 2006, enabling Tomkins to make greater use of electronic media in shareholder communications.

Notice of Meeting

Notice is hereby given that the eighty-first AGM of the Company will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 13 June 2007 at 11.00 am to transact the following business:

1. To receive the Directors' report and financial statements for the year ended 30 December 2006 together with the independent auditors' report.
2. To approve the Remuneration Committee report for the year ended 30 December 2006.
3. To declare a final dividend of 8.57p per ordinary share for the year ended 30 December 2006.
4. To reappoint as a Director David Newlands.
5. To reappoint Deloitte & Touche LLP as independent auditors.
6. To authorise the Directors to determine the independent auditors' remuneration.

To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

7. THAT the Directors be and they 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 up to an aggregate nominal amount of £14,265,337.

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

8. THAT the Directors be and they 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 up to an aggregate nominal amount of £2,145,727.
9. THAT the Company be and is hereby generally and unconditionally authorised, in substitution for any authority to purchase ordinary shares of 5p each in the capital of the Company 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) of ordinary shares of 5p each in the capital of the Company ("Shares") provided that:
 - A. the maximum number of Shares hereby authorised to be acquired is 85,829,110 Shares or, if lower, such number of Shares as is equal to 10% of the issued ordinary share capital of the Company at the close of business on Tuesday 12 June 2007;
 - B. the maximum price which may be paid for any Share is an amount equal to 105% 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 30 June 2008 or, if earlier, at the conclusion of the AGM of the Company to be held in 2008, 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.

To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

10. THAT the Company may serve any notice or send or supply any other document or information to a member by making the notice, document or information available on a website or by sending or supplying it in electronic form (within the meaning of section 1168 of the Companies Act 2006).

By Order of the Board

N C Porter
Secretary

10 April 2007
Registered Office:
East Putney House
84 Upper Richmond Road
London SW15 2ST

Notes

1. Any shareholder entitled to attend and vote at this Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. A white form of proxy for use by ordinary shareholders and/or a green form of proxy for use by convertible cumulative preference shareholders is/are enclosed. To be valid, proxy forms must reach the Company's registrar by 11.00 am on 11 June 2007.
2. Only those shareholders registered in the register of members of the Company as at 11.00 am on 11 June 2007 shall be entitled to attend and/or vote at this Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 11.00 am on 11 June 2007 shall be disregarded in determining the rights of any person to attend and/or vote at this Meeting.
3. As at 28 February 2007, the Company's capital consisted of 858,376,100 ordinary shares with voting rights. The Company held 2,323,489 ordinary shares in treasury. Therefore the number of voting rights in respect of the issued ordinary shares was 856,052,611. In addition, the Company had in issue 2,621,247 convertible cumulative preference shares of US\$50, which had a total voting entitlement of 3,658,501 voting rights. Therefore, the total voting rights in Tomkins plc as at 28 February 2007 was 859,711,112.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Meeting and any adjournment(s) thereof 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 voting 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.

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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 11.00 am on 11 June 2007. 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.

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 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(s), 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.

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.

5. Copies of the service contracts of Executive Directors and the letters of appointment of Non-Executive Directors of the Company will be available for inspection during usual business hours on any weekday (public holidays excepted) at East Putney House, 84 Upper Richmond Road, London SW15 2ST from the date of this Notice until the time of the Meeting and at The Queen Elizabeth II Conference Centre from 15 minutes before the Meeting until it ends.