

Investor information

History and development of the Company

Tomkins plc was incorporated in England in 1925 as F.H. Tomkins Buckle Company Limited, a small manufacturer of buckles and fasteners, which it remained until the 1980s. It was converted from a private company into a public company in March 1950, re-registered as a public limited company in February 1982, and changed its name to Tomkins plc in 1988.

In the late 1980s, the Company made a number of acquisitions of engineering companies in both the UK and the US. In 1992, the Group diversified into food manufacturing, with the acquisition of Ranks Hovis McDougall plc in the UK.

In 1996, the Group established the Industrial & Automotive business group with the acquisition of The Gates Corporation in the US.

In 1997, management embarked on a long-term programme of disposing of non-core businesses and enhanced its remaining core businesses through a number of bolt-on acquisitions. In the early 2000s, the Group disposed of its Food Manufacturing and Professional, Garden and Leisure Products business groups and became focused on its two remaining business groups: Industrial & Automotive and Building Products.

Industrial & Automotive manufactures a wide range of systems and components for car, truck and industrial equipment manufacturing markets, and industrial and automotive aftermarkets throughout the world. Industrial & Automotive is comprised of four operating segments: Power Transmission, Fluid Power, Fluid Systems and Other Industrial & Automotive.

Industrial & Automotive acquired Stant Corporation and its subsidiaries (1997), Schrader-Bridgeport (1998), ACD Tridon (1999) and Stackpole (2003), and disposed of Trico (2007) and Stant Corporation (2008).

Building Products is comprised of two operating segments: Air Systems Components and Other Building Products. Air Systems Components supplies the industrial and residential HVAC market mainly in North America. Other Building Products manufactures a variety of products for the building and construction industries, mainly in North America.

Building Products was based on the acquisition of Philips Industries (1990) and acquired Hart & Cooley (1999), Ruskin Air Management (2000) and Selkirk (2006), and disposed of Lasco Fittings (2007).

Incorporation

Tomkins plc is incorporated in England and Wales and is registered with the Registrar of Companies in England & Wales under number 203531.

The Company operates under English law.

Website

The Company's website address is www.tomkins.co.uk. All of the Company's recent results announcements and press releases are accessible on our website, together with this and previous Annual Reports and provides direct links to the websites of the Group's main operating companies.

The price of the Company's ordinary shares and its ADRs is also available, with a 20-minute delay. In addition, the site also provides historic share price information, index comparators and a shareholding calculator tool.

ADR holders

Ordinary shares in Tomkins plc are listed on the London Stock Exchange and, in the form of ADSs, on the NYSE. ADSs, each representing four ordinary shares, are evidenced by ADRs issued by JPMorgan Chase Bank, N.A., as Depositary, pursuant to a sponsored ADR programme. The Company's ADSs have been listed on the NYSE since February 1995, prior to which they were quoted on NASDAQ from November 1988.

Tomkins is subject to the regulations of the SEC as they apply to foreign companies and files with the SEC its Annual Report on Form 20-F and provides other information as required. ADR holders are not members of the Company but may instruct the Depositary as to the exercise of voting rights pertaining to the number of ordinary shares represented by their ADRs. ADR holders with queries about their holdings should contact the Depositary, whose contact details are provided on page 165.

Trading symbols

On the London Stock Exchange, the Company's SEDOL number is 0896265 (ISIN code GB0008962655) and its trading symbol is 'TOMK'. On the NYSE, the Company's trading symbol for its ADRs is 'TKS'.

Share price information

The high and low closing prices of the ordinary shares on the London Stock Exchange and the ADSs on the NYSE for the periods indicated are set out below. The tables do not reflect trading after the daily official close of the London Stock Exchange for which no official quotations exist.

Five-year annual prices

	Pence per ordinary share		US dollars per ADS	
	High	Low	High	Low
2004	287.50	241.75	20.53	17.96
2005	302.50	242.00	22.43	18.51
2006	343.75	229.75	25.36	17.61
2007	302.50	172.50	23.92	13.75
2008	194.75	93.50	15.09	5.29

Two-year quarterly prices

	Pence per ordinary share		US dollars per ADS	
	High	Low	High	Low
2007				
Q1	280.50	244.50	22.35	18.97
Q2	302.50	253.75	23.92	19.96
Q3	267.50	214.50	21.65	17.12
Q4	233.50	172.50	18.97	13.75
2008				
Q1	189.50	150.75	15.01	12.19
Q2	194.75	151.25	15.09	12.01
Q3	172.25	115.50	12.67	9.32
Q4	154.75	93.50	11.07	5.29
2009				
Q1 ⁽¹⁾	141.00	112.50	8.37	6.31

⁽¹⁾ Covering the period up to and including 19 February 2009.

Most recent monthly prices

	Pence per ordinary share		US dollars per ADS	
	High	Low	High	Low
August	148.75	126.50	11.03	10.13
September	172.25	142.00	12.67	10.29
October	142.25	104.25	10.20	6.38
November	125.25	93.50	8.01	5.29
December	128.50	105.50	7.83	6.04
January	141.00	117.75	8.37	6.61
February ⁽¹⁾	133.00	112.50	7.84	6.31

⁽¹⁾ Covering the period up to and including 19 February 2009.

Substantial shareholdings

The Company's issued share capital as at 3 January 2009 consisted of 884,151,772 ordinary shares with a nominal value of 9 cents each.

As at 19 February 2009, 884,151,772 ordinary shares were outstanding. As at that date, 2,232,599 ordinary shares were held by 71 registered holders with a registered address in the US and 65,422 ADRs were held by 149 registered holders with a registered address in the US. Since certain of the ordinary shares and ADRs were held by brokers and nominees, the number of record holders in the US may not be representative of the number of beneficial holders or of where the beneficial holders are resident.

Ordinary shareholders of the Company do not have different voting rights.

To the Company's knowledge, no person or entity other than those shown below is the owner of more than 5% of its outstanding ordinary shares, nor is the Company directly or indirectly owned or controlled by any corporation, by any government or by any other natural or legal person or persons, severally or jointly.

Based on an analysis of our share register as at 3 February 2009, the shareholders holding more than 5% of the Company's outstanding ordinary shares were as follows:

	Number of ordinary shares held	Percentage of issued ordinary shares held
Schroder Investment Management	88,315,883	9.99%

This information has been based on an analysis of the shares held on Tomkins' share register and differs from the table of substantial shareholdings on page 47 which shows voting rights officially notified under the Disclosure and Transparency Rules of the UKLA.

Significant changes in shareholders owning more than 5% of the ordinary share capital of the Company over the past three years were as follows:

- Invesco Limited decreased their holding to 0.83% at 19 February 2009 from 7.17% at 3 April 2008, having held 5.15% as at 13 April 2007 and 0.66% at 24 April 2006.
- Nuveen Investment LLC decreased their holding to 4.57% at 19 February 2009 from 6.44% at 3 April 2008, having held 10.40% at 13 April 2007 and 4.91% at 24 April 2006.
- Sprucegrove Investments Management Ltd decreased their holding to 4.83% at 19 February 2009 from 5.11% at 3 April 2008, having held 5.89% as at 13 April 2007 and 4.96% at 24 April 2006.

There are no arrangements currently known to the Company that would result in a change in control of the Company.

Purchases of ordinary shares

The table below sets out details of shares repurchased by the Company and affiliated purchasers in 2008 under publicly announced plans or programmes.

	Number of shares purchased	Average price paid per share	Maximum number of shares that may yet be purchased
March 2008	950,000	153.42p	87,460,677
June 2008	310,000	167.04p	87,150,677
September 2008	210,000	159.90p	86,940,677
Total	1,470,000		

At the Company's AGM on 13 June 2007, shareholders approved a resolution allowing the Company to repurchase up to 85,829,110 ordinary shares of the Company. This approval expired at a further AGM of the Company held on 1 May 2008, at which shareholders approved a resolution allowing the Company to repurchase up to 88,410,677 ordinary shares of the Company. This approval will expire on 1 May 2009. All shares repurchased in the period were purchased in order that they can, at the relevant time, be allocated to employees under the Company's ABIP.

Investor information (continued)

Purchases of ordinary shares (continued)

As at 29 December 2007, the Company held 4,205,841 ordinary shares purchased as part of its publicly announced plan. During 2008, 2,053,809 ordinary shares were transferred to employees under the Company's ABIP. As at 3 January 2009, the Company held 3,658,550 of its own ordinary shares.

Directors' Report and accounts – Companies House

Subject to the passing of the resolution to receive the financial statements that will be proposed at the Company's AGM on 1 June 2009, a copy of the Annual Report omitting photographic representations and with such further modifications as may be necessary will be lodged with the Registrar of Companies in England & Wales in accordance with the Companies Act 1985 (as amended). After being so lodged, further copies of the Annual Report in the form sent to shareholders will be available from the Company Secretary upon request.

Documents on display

The Company is subject to the information requirements of the Exchange Act and in accordance therewith files reports and other information with the SEC. These reports and other information can be inspected and copied at the public reference facilities maintained by the SEC, 100 F Street, N.E., Washington, D.C. 20549, and at the SEC's regional office at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. You may request copies of all or a portion of these documents from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. Reports filed by the Company with the SEC since August 2002 are available on the SEC's website at www.sec.gov.

As a foreign private issuer, the Company is exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements and the reporting and 'short-swing' profit recovery provisions contained in section 16 of the Exchange Act.

Memorandum and Articles of Association

General

The rights of the shareholders are set out in the Articles of the Company and are provided by applicable English law. The following summary of key provisions of the Articles is qualified in its entirety by reference to the Articles filed as Exhibit 1.1 to the Company's annual report filing with the SEC on Form 20-F.

The main objects and purposes of the Company, set out in Articles 4(a) to (c) of the Memorandum of Association, are as follows:

- to co-ordinate and manage the business activities of the Company and generally to carry out the function of a group holding company;
- to carry on the business of hardware manufacture and the manufacture of and dealing in minerals and metals, and all kinds of other connected goods; and
- to carry on any other business of a similar nature which the Directors deem convenient for the Company to carry on, or consider will enhance or render more profitable the value of the Company's property.

Board of Directors

The Articles provide for a minimum of two and a maximum of 15 Directors. The shareholders may change these limits by passing an ordinary resolution. The Articles do not contain any requirement for a Director to hold qualification shares. At each AGM, the following shall retire:

- any Director appointed by the Board since the last general meeting;
- any Director who held office at the time of the two preceding AGMs and who did not retire at either of them; and
- 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.

Subject to the provisions of the Companies Act 2006, the Board may from time to time appoint one or more Directors to an executive office on such terms and for such period as it may determine. The Articles contain no age limit requirements for the retirement or non-retirement of Directors.

The Articles allow the Directors to authorise conflicts of interest and potential conflicts of interest, where appropriate, and contain other provisions for dealing with Directors' conflicts of interest to avoid a breach of duty.

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.

The Articles 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.

A Director who has disclosed to the Board that he or she has an interest in any transaction or arrangement with the Company, may participate in such transaction or arrangement, but may not vote in respect of any such transaction. A Director may not be counted in the quorum of a meeting in relation to any resolution on which he is barred from voting.

Directors' ordinary remuneration (other than an Executive Director) may not exceed £250,000 per annum as the Board (or any duly authorised committee thereof) may from time to time determine or such greater amount as the Company may, upon the recommendation of the Board, from time to time by ordinary resolution determine. Any Director who (by arrangement with the Board) performs or renders any special duties or services outside his ordinary duties as a Director may be awarded extra remuneration (in addition to fees or ordinary remuneration) by way of salary or commission or participation in profits or otherwise.

The Board may exercise all the powers of the Company to borrow money, mortgage property and assets and issue debentures and other securities. The Articles require the Board to restrict aggregate borrowings of the Company to one and a half times the share capital of the Company plus capital reserves (calculated as set forth in the Articles).

Share capital, dividends and voting rights

The authorised share capital of the Company is \$142,664,780 divided into 1,585,164,220 ordinary shares with a nominal value of 9 cents each and £50,000 divided into 50,000 deferred shares with a nominal value of £1 each.

Under section 21 of the Companies Act 2006, the Company may by special resolution at a general meeting of shareholders alter its Articles and thereby alter the rights of the shareholders of the Company. A special resolution is a resolution that can only be passed by a majority of no less than three-quarters of the shares entitled to vote that are voted. Whenever the share capital of the Company is divided into different classes of shares, the rights attached to any class may only be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of such holders. The Articles provide that the necessary quorum for a meeting at which such a special resolution may be passed is at least two persons holding or representing by proxy no less than one-third in nominal amount of the issued shares of that class.

The Company in a general meeting of shareholders may declare dividends on the ordinary shares in its discretion by reference to an amount in sterling or in a foreign currency, but dividends may not exceed the amount recommended by the Board. Dividends remaining unclaimed for 12 years after having been declared are forfeited and revert to the Company.

On a show of hands, each holder of ordinary shares present at a general meeting of the Company is entitled to one vote. On a poll, the holders of ordinary shares are entitled to one vote per share. Cumulative voting is not permitted.

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.

The deferred shares are not listed on any investment exchange and have extremely limited rights such that they effectively have no value. The deferred shares are currently held by the Company Secretary.

Following the implementation of section 542 of the Companies Act 2006 on 1 October 2009, the Company will no longer be required to have any share capital denominated in sterling. Accordingly, the Company intends to buy back and cancel the deferred shares as soon as practicable after 1 October 2009.

There are no provisions in the Articles discriminating against an existing or prospective holder of securities as a result of such shareholder owning a substantial number of shares.

General meetings

The Company shall in each year hold a general meeting of shareholders within six months of its accounting reference date. The Board may call an extraordinary general meeting whenever it determines appropriate. In addition, members holding not less than one-tenth of the voting rights of the share capital entitled to vote at a general meeting of the Company can require an extraordinary general meeting to be convened.

Only shareholders registered in accordance with the Articles may be recognised as valid shareholders. There are no other limitations on the rights to own securities.

There are no provisions in the Articles that would have the effect of delaying, deferring or preventing a change of control of the Company and that would operate only with respect to a merger, acquisition, or corporate restructuring involving the Company or any of its subsidiaries.

Disclosure of ownership

There are no provisions in the Articles relating to the ownership threshold above which shareholder ownership must be disclosed. The Disclosure and Transparency Rules of the UKLA require a shareholder to notify the Company in respect of a 3% holding subject to certain exemptions, and there is an additional obligation to notify the Company when a 10% threshold is reached which is not subject to any exemptions.

Investor information (continued)

Changes in capital

There are no conditions imposed by the Articles governing changes in capital that are more stringent than those conditions that would be required by governing English law.

Registrar

Administrative enquiries concerning shareholdings in Tomkins plc, such as loss of a share certificate, dividend payment instructions, or a change of address, or the amalgamation of multiple holdings should be notified direct to the Company's Registrar, Equiniti Limited, whose contact details for general enquiries are provided on page 165.

Any correspondence with the Registrar should refer to Tomkins plc, quoting the reference 0398, and state the registered name and address of the shareholder.

Payment of dividends

Dividends are declared and paid in US dollars although, unless they elect otherwise, shareholders in the UK and the Republic of Ireland will receive dividends in sterling. Shareholders who have mandated their dividends to be credited to a nominated bank or building society account should note that dividends are paid automatically to their account through the Bankers' Automated Clearing Services ("BACS") with the associated tax voucher being sent direct to shareholders at their registered address unless requested otherwise. If the nominated account is with a bank or building society which is not a member of BACS, both the payment and tax voucher are sent to the account holding branch.

Shareholders who do not currently mandate their dividends and who wish to have their dividend paid direct to a bank or building society account should complete a dividend mandate instruction form obtainable from the Company's Registrar, whose contact details with regard to the payment of dividends are provided on page 165.

Dividend Reinvestment Plan

The Company offers a Dividend Reinvestment Plan. This allows shareholders to invest their cash dividend in purchasing shares of the Company in the market. The Company's Registrar arranges, on behalf of participants, through the agency of a suitably authorised stockbroking business, the purchase of the maximum whole number of ordinary shares possible on, or as soon as reasonably practicable after, the dividend payment date. Favourable dealing costs have been arranged. For further details or an application form, please contact the Registrar's Dividend Reinvestment Plan team, whose contact details are provided on page 165.

Individual Savings Accounts (ISAs)

A Tomkins ISA enables UK residents to invest in the Company in a tax efficient manner. You can obtain more information on ISAs from our corporate ISA provider, Equiniti Limited, whose contact details are provided on page 165.

Patents, trademarks and contracts

Trademarks and trade names are identified with a number of the Group's products and services and are of importance in the sale and marketing of those products and services. However, the Group is not dependent to any significant degree upon these trademarks and trade names, nor on any single or series of related patents, licenses, financial or commercial contracts.

Government laws and regulations

The Company's subsidiaries and many of our products are regulated by government authorities in a number of countries.

The Company's subsidiaries are subject to regulation under various and changing local, national and international laws and regulations relating to the environment, business practice and employee health and safety. Permits may be required for certain operations (particularly air emission permits) and these permits are subject to renewal, modification and, in certain circumstances, revocation. Some of the applicable regulations allow local or national authorities to mandate product recalls or seize products.

Our products are subject to regulations relating to production (including environmental regulations), sale, advertising, safety, labelling and raw materials.

Management believes that the Company's subsidiaries are in substantial compliance with applicable laws and regulations and that appropriate controls have been implemented by subsidiaries to minimise the risk of non-compliance.

Exchange controls

There is currently no English law, decree or regulation that restricts the export or import of capital, including, but not limited to, UK foreign exchange controls, or that affects the remittance of dividends (except as otherwise set out under 'Taxation' below) or other payments to holders of ordinary shares. There are no limitations under English law or the Company's Articles on the rights of persons who are neither residents nor nationals of the UK from freely holding, voting or transferring ordinary shares in the same manner as UK residents or nationals.

Taxation

The following is a summary of the principal US federal income and UK tax consequences of the purchase, ownership and disposition of ordinary shares or ADSs by certain US Holders (as defined below) and not a complete analysis or listing of all of the possible tax consequences of such purchase, ownership or disposition. Furthermore, this summary does not address the tax consequences under state, local, or non-US or non-UK tax law of such purchase, ownership or disposition, or the US federal estate or gift tax consequences thereof. Certain US Holders with special status (e.g. banks and financial institutions, insurance companies, tax-exempt entities, dealers in securities, and traders in securities that mark-to-market) or in special tax situations (e.g. whose functional currency is not the US dollar, who hold their ordinary shares or ADSs as part of a straddle, appreciated financial position, hedge, conversion transaction or other integrated investment, who hold (directly, indirectly or through attribution) 10% or more of the voting power of the Company's shares, or who are subject to the alternative minimum tax) will be subject to special rules not described below. This summary is limited to US Holders that hold their ordinary shares or ADSs as capital assets and does not address the tax treatment of US Holders that are partnerships or pass-through entities that are not partnerships or the tax treatment of the holders of interests in such entities. The following summary of US federal income and UK tax consequences is not exhaustive of all possible tax considerations and should not be considered legal or tax advice. Prospective investors are therefore advised to consult their own professional tax advisers with respect to the tax consequences of the purchase, ownership and disposition of ordinary shares or ADSs, including specifically the consequences under state, local and tax laws.

This summary is based upon the Code, Treasury regulations promulgated under the Code, the Tax Convention, and administrative and judicial interpretations thereof, all as in effect as of the date of this Annual Report and all of which are subject to change, possibly with retroactive effect. Statements regarding UK tax laws and practices set out below are based on those UK laws and published practices of HM Revenue & Customs as at the date of this Annual Report which UK laws and practices are subject to change, again possibly with retroactive effect. As used herein, a US Holder is a beneficial owner of ordinary shares or ADSs that, for US federal tax purposes, is:

- a citizen or resident of the US;
- a corporation, or other entity treated as a corporation for US federal income tax purposes created or organised in the US or under the laws of the US or any state thereof (or the District of Columbia);
- an estate the income of which is subject to US federal income taxation regardless of its source;
- a trust if a court within the US is able to exercise primary supervision over the administration of the trust and one or more US persons have the authority to control all substantial decisions of the trust; or
- a trust if it has a valid election in effect to be treated as a US person under the Code.

HM Revenue & Customs should treat US Holders of ADSs as the owners of the underlying ordinary shares for the purpose of the taxation of dividend payments under the Tax Convention. US Holders of ADSs are also treated as the owners of the underlying shares for the purposes of the Code.

Taxation of dividends

The gross amount of distributions in respect of the Company's ordinary shares or ADSs will be included in the gross income of US Holders and treated as dividends to the extent of the Company's current and accumulated earnings and profits, as determined under US federal income tax principles. Such dividends will not qualify for the dividends received deduction available in certain circumstances to corporate holders. Distributions in excess of current and accumulated earnings and profits will be treated as a return of capital to the extent of a US Holder's adjusted tax basis in the ordinary shares or ADSs and, thereafter, as capital gains.

For taxable years that begin before 2011, 'qualified dividend income' (as defined below) paid by the Company generally will be taxable to non-corporate US Holders at the 15% reduced rate. For this purpose, except as described below, dividends paid by the Company will be 'qualified dividend income' and taxable at the reduced rate, if shares in the Company are readily tradable on an established securities market in the US, including NYSE and NASDAQ, or if the Company is eligible for benefits of a comprehensive income tax treaty with the US which the US Secretary of the Treasury has determined is satisfactory for this purpose and which includes a provision for the exchange of information. The US Secretary of the Treasury has determined that the Tax Convention qualifies as a comprehensive income tax treaty for this purpose. Dividends paid by a foreign corporation will not constitute qualified dividend income, however, if that corporation is treated, for the tax year in which the dividend is paid or the preceding tax year, as a PFIC for US federal income tax purposes. In addition, US Holders will be eligible for the reduced rate only if they have held the ordinary shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and satisfy certain other requirements.

US Holders will not be subject to UK withholding tax on any dividends paid in respect of ordinary shares. Provided that dividends paid in respect of ADSs are treated as distributions for UK tax purposes, such dividends will not be subject to UK withholding tax.

Foreign currency dividends

For US federal income tax purposes, any dividend paid in foreign currency will be included in income in a US dollar amount equal to the US dollar value of such foreign currency calculated by reference to the exchange rate in effect on the day the dividends are actually or constructively received by the US Holders, regardless of whether the foreign currency is converted into US dollars at that time. US Holders will generally have a basis in the foreign currency equal to its US dollar value on the date of actual or constructive receipt. Any gain or loss realised by the US Holders on subsequent conversion or other disposition of the foreign currency will be treated as US source ordinary income or loss.

Investor information (continued)

PFIC status

The Company believes that it will not be considered a PFIC for US federal income tax purposes. However, since the Company's status as a PFIC depends on the composition of its income and assets and the market value of its assets from time to time, there can be no assurance that it will not be considered a PFIC in any taxable year.

US shareholders in a company classified as a PFIC have certain federal income tax consequences. In determining a company's PFIC status for a taxable year, two tests must be applied, as well as certain look-through rules. If 75% or more of a company's gross income (including the pro-rata gross income of any company in which such company is considered to own 25% or more of the stock by value) for the taxable year is passive, it is considered a PFIC. Alternatively, if 50% or more of its gross assets (including the pro-rata value of the assets of any company in which such company is considered to own 25% or more of the stock by value) during the taxable year, based on their average value, are either held for the production of or produce passive income, it is considered a PFIC. In this instance, passive income commonly includes dividends, interest, royalties, rents, annuities, gains from commodities and securities transactions, and the excess of gains over losses from the disposition of assets which produce passive income (unless the 25% look-through rules otherwise apply).

If the Company were treated as a PFIC in a taxable year, a US Holder may be subject to particular adverse tax consequences. The receipt of certain 'excess distributions', as well as the disposition of ordinary shares or ADSs, could trigger increased tax liability. 'Gain' or excess distribution would be allocated among the tax years of the shareholder's holding period from the time the entity was determined to be a PFIC. The portion allocable to prior years would be taxed at the highest marginal US federal tax rate and would be subject to an interest charge.

Certain elections may enable the shareholder in a PFIC to avoid some of these adverse tax consequences. Under the QEF election, a US shareholder is taxed currently on its share of the company's ordinary income. Under the mark-to-market election, a US shareholder recognises gains or losses each year for the difference between the fair market value and the adjusted basis of his or her shares. US Holders should consult their tax advisers for further details of the restrictions and coverage of each election and the potential tax consequences arising from the ownership and disposition of an interest in a PFIC.

Taxation of capital gains

Corporate US Holders that are resident in the US and not resident in the UK for UK tax purposes will not generally be liable for UK corporation tax on capital gains realised on the sale or other disposal of ordinary shares or ADSs unless a specific Corporate US Holder carries on a trade in the UK through a permanent establishment and the ordinary shares or ADSs are or have been used, held or acquired for the purposes of such trade through such permanent establishment. Non-corporate US Holders that are resident in the US and are neither resident nor ordinarily resident in the UK for UK tax purposes will not generally be liable for UK tax on capital gains realised on the sale or other disposal of ordinary shares or ADSs unless a specific non-corporate US Holder carries on a trade, profession or vocation in the UK through a branch or agency and the ordinary shares or ADSs are or have been used, held or acquired for the purposes of such trade, profession or vocation through such branch or agency.

Notwithstanding the foregoing, an individual US Holder who is neither resident nor ordinarily resident in the UK for UK tax purposes for a period of less than five years, but who was previously resident or ordinarily resident in the UK, and who disposes of ordinary shares or ADSs during the period of non-residence may also be liable on returning to the UK for UK tax on capital gains despite the fact that the individual was not resident or ordinarily resident in the UK for UK tax purposes at the time of the disposal.

US Holders will generally recognise capital gain or loss for US federal income tax purposes upon the sale or other disposal of such US Holders' ordinary shares or ADSs in an amount equal to the difference between the US dollar value of the amount realised on the sale or other disposal and the US Holders' adjusted tax basis, determined in US dollars, in such ordinary shares or ADSs. Such gains or losses will be eligible for long-term capital gain or loss treatment if the ordinary shares or ADSs have been held for more than one year at the time of such sale or disposal. Long-term capital gains of individuals are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. In general, any gain or loss recognised by a US Holder on the sale or other disposition of ordinary shares or ADSs will be US-source income or loss for purposes of US federal foreign tax credit limitation.

UK inheritance tax

Under the Estate and Gift Tax Convention, ordinary shares or ADSs will generally not be subject to UK inheritance tax upon an individual's death or on a transfer of the ordinary shares or ADSs during the individual's lifetime if it is held by an individual who is domiciled in the US and is not treated as domiciled in the UK and is not a national of the UK. In certain other cases where the individual is domiciled in the US and is treated as domiciled in the UK, the individual may be subject to UK inheritance tax. Also, an individual will be subject to UK inheritance tax in the exceptional case in which ordinary shares or ADSs are part of the business property of a UK permanent establishment or pertains to a fixed base of the individual in the UK used for the performance of independent personal services. In the unusual case where ordinary shares or ADSs are subject to both the UK inheritance tax and the US federal estate and gift tax, the Estate and Gift Tax Convention generally provides for a tax credit under the rules enumerated in the Estate and Gift Tax Convention.

UK stamp duty or SDRT

UK stamp duty or SDRT is not generally payable on the issuance of ordinary shares (except see below regarding the issue of ordinary shares to the custodian of the Depositary). The transfer of ordinary shares will generally give rise to a liability to UK stamp duty at the rate of 0.5% (rounded up to the next multiple of £5) of the amount or value of the consideration paid. SDRT is generally chargeable at the same rate on entering into an unconditional agreement to transfer ordinary shares (or upon a conditional agreement to transfer ordinary shares becoming unconditional). However, such SDRT is cancelled or repaid if the agreement is completed within six years of the date of the unconditional agreement (or the date on which the conditional agreement became unconditional) by a duly stamped transfer instrument. Where an instrument of transfer of ordinary shares is executed where there is no change of beneficial ownership, it will generally not be subject to UK stamp duty or to the principal 0.5% SDRT charge.

The issuance of ordinary shares to the custodian of the Depositary will generally give rise to an SDRT liability at 1.5% of the issue price. The transfer of ordinary shares to the custodian of the Depositary will generally give rise to either UK stamp duty at the rate of 1.5% of the value of the ordinary shares transferred (rounded up to the next multiple of £5) or, in the unlikely event that there is no transfer instrument on which UK stamp duty is chargeable, to SDRT at the rate of 1.5% of the value of the ordinary shares transferred.

In accordance with the terms of the Deposit Agreement, any tax or duty payable by the Depositary or the custodian of the Depositary on deposits of ordinary shares will be charged by the Depositary to the party to whom the ADSs are delivered against such deposits.

Following the issue or transfer of ordinary shares to the custodian of the Depositary, no SDRT will generally be payable on the issue of ADSs or on an agreement to transfer ADSs, nor should UK stamp duty be payable on a transfer of ADSs, provided, amongst other things, that the instrument of transfer is executed and retained outside the UK. A transfer of ordinary shares by the Depositary or its nominee to the relevant ADS holder when the ADS holder is not transferring beneficial ownership will generally not be liable to a stamp duty charge or to the principal 0.5% SDRT charge.

US backup withholding and information reporting

Payments of dividends and other proceeds with respect to ordinary shares or ADSs made within the US by a US paying agent or other US intermediary will be reported to the IRS and to the US Holders as may be required under applicable regulations unless a specific US Holder is a corporation or otherwise establishes a basis for exemption. Backup withholding may apply to reportable payments if the US Holders fail to provide an accurate taxpayer identification number or otherwise fails to comply with, or establish an exemption from, such backup withholding requirements. The amount of any backup withholding from a payment to a US Holder will be allowed as a credit against his or her US federal income tax liability and any excess amounts will be refundable, if the US Holder provides the required information to the IRS. US Holders should consult their tax advisers as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption.

Share dealing

For UK residents, internet and telephone share dealing services have been arranged through Equiniti Limited which provide a simple way to buy or sell the Company's ordinary shares. For internet dealing, existing shareholders should log on to www.shareview.co.uk. You will need your account number shown on your share certificate or tax voucher. The commission rate for internet dealing is 1% with a minimum charge of £20. For telephone dealing, please call 0845 603 7037 between 8.30 am and 4.30 pm, Monday to Friday; the commission rate for share transactions by telephone is 1.5% with a minimum charge of £25.

A weekly postal dealing service is also available and a form, together with terms and conditions, can be obtained by calling 0845 603 7037; commission is 1% with a minimum charge of £20.

Contact details for Equiniti Limited with regard to share dealing services, including contact numbers for callers from outside the UK, are provided on page 165.

Global Invest Direct

A simple dealing service is available to US residents only for buying and selling Tomkins ADRs. Details can be obtained from JPMorgan Chase Bank, N.A., whose contact details are provided on page 165.

Investor information (continued)

ShareGift

The Company supports ShareGift, the charity share donation scheme (registered charity number 1052686). Through ShareGift, shareholders who have only a very small number of shares, which might be considered uneconomic to sell, are able to donate them to charity. Donated shares are aggregated and sold by ShareGift, the proceeds being passed on to a wide range of UK charities. Donating shares to charity gives rise neither to a gain nor a loss for UK Capital Gains Tax purposes and UK taxpayers may also be able to claim income tax relief on the value of the donation.

ShareGift transfer forms specifically for the Company's shareholders are available from the Company's Registrar and, even if the share certificate has been lost or destroyed, the gift can be completed. The service is generally free. However, there may be an indemnity charge for a lost or destroyed share certificate where the value of the shares exceeds £100. ShareGift's contact details are provided on page 165.

Electronic communication

The Company's Registrar operates a share register internet enquiry service to provide shareholders with details of their shareholdings. To register for the service, please go to www.shareview.co.uk. You will need your shareholder reference (which can be found on your share certificate or tax voucher) and you will be asked to select your own PIN. A user ID will then be posted to you. Once registered, shareholders may elect to receive future shareholder information and Company documents in electronic format. The main benefits of this system are speed and ease of use while saving money for your Company and reducing the demand on natural resources. A visit to www.shareview.co.uk will also provide you with more details of the service and practical help and information on other share registration matters.

As permitted by the provisions of the Companies Act 2006 relating to electronic communications, the Company now supplies all shareholders with shareholder documents by making them available on its website, www.tomkins.co.uk, except where a shareholder has specifically requested that the Company continues to provide him or her with hard copies. Shareholders will be informed by post or email whenever a shareholder document is made available on the website. Shareholders can, at any time, change their decision on how they wish to receive shareholder documents by advising the Company's Registrar, whose contact details with regard to electronic communication are provided on page 165.

Electronic proxy voting

Shareholders may register their voting instructions for the forthcoming AGM via the internet. If you have registered for the shareview service offered by the Company's Registrar, you may submit your voting instructions by logging on to your shareview portfolio and accessing the Company Meetings – Tomkins site. If you have not registered with shareview, you may still register your vote electronically by going to www.sharevote.co.uk. You will be required to key in the three security numbers printed on your form of proxy to access the voting site.