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31 August 2010

Recommended cash acquisition of Tomkins plc by Pinafore Acquisitions Limited

Approval at Court Meetings and General Meeting by majorities of over 90%

On 27 July 2010 the Independent Directors of Tomkins and the board of Pinafore announced that they had reached agreement on the terms of a recommended cash acquisition of the entire issued and to be issued share capital of Tomkins by Pinafore, to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.

The Independent Directors of Tomkins are pleased to announce that, at the Court Meetings and the General Meeting held earlier today, all resolutions proposed were duly passed by majorities of over 90%. A summary of the voting results is set out below.

Unless the context otherwise requires, terms defined in the announcement of the acquisition on 27 July 2010 have the same meaning in this announcement.

Court Meeting

The resolution to approve the Scheme of Arrangement proposed at the Court Meeting was decided on a poll and the resolution was passed. The results of the poll are as follows:

	Number of shares voted	Percentage of votes
FOR	541,928,941	90.09
AGAINST	59,607,756	9.97

The Independent Scheme Shares voted for and against the resolution to approve the Scheme of Arrangement represent 61.7 per cent. and 6.8 per cent., respectively, of the total number of Independent Scheme Shares in issue as at the Voting Record Time.

Of a total of 3,697 holders of Independent Scheme Shares who voted at the Court Meeting (in person or by proxy), 2,683 (approximately 72.6 per cent.) voted for and 1,010 (approximately 27.4 per cent.) voted against the resolution to approve the Scheme of Arrangement.

Executive Team Court Meeting

The resolution to approve the Scheme of Arrangement proposed at the Executive Team Court Meeting was decided on a poll and the resolution was passed. The results of the poll are as follows:

	Number of shares voted	Percentage of votes
FOR	4,592,559	100
AGAINST	-	-

The shares voted for the resolution to approve the Scheme of Arrangement represent 99 per cent. of the total number of Executive Team Shares in issue as at the Voting Record Time.

All of the 72 holders of Executive Team Shares who voted at the Court Meeting (in person or by proxy), voted in favour of the resolution to approve the Scheme of Arrangement.

General Meeting

Both the Special Resolution (to approve certain steps in connection with the Scheme of Arrangement and the Acquisition) and the Ordinary Resolution (to approve the Executive Team Arrangements) were decided on a poll and were passed. The results of the poll are as follows:

		Number of shares voted	Percentage of votes
Special Resolution	FOR	551,746,689	90.29
	AGAINST	59,327,341	9.71
	WITHHELD	1,718,534	n/a
Ordinary Resolution	FOR	548,056,542	90.23
	AGAINST	59,358,476	9.77
	WITHHELD	5,377,296	n/a

The shares voted for and against the Special Resolution represent 62.5 per cent. and 6.7 per cent, respectively, of the total number of Tomkins Shares in issue as at the Voting Record Time.

The shares voted for and against the Ordinary Resolution represent 62.0 per cent. and 6.7 per cent, respectively, of the total number of Tomkins Shares in issue as at the Voting Record Time. Members of the Executive Team did not vote on the Ordinary Resolution.

Completion of the Acquisition remains subject to the satisfaction of or, if appropriate, waiver of the remaining conditions to the Scheme and to the Acquisition set out in the Scheme Document, which include, among other things, the sanction of the Scheme by the Court, the confirmation of the Reduction of Capital by the Court and the receipt of certain merger control clearances.

The expected timetable for the Acquisition remains as set out in the Scheme Document, and it is currently expected that the Scheme will become effective on 24 September 2010.

Copies of the resolutions passed at the General Meeting will be submitted to the UK Listing Authority and will shortly be available for inspection, during normal business hours, at the UK Listing Authority's Document Viewing Facility which is situated at: The Financial Services Authority, 25 The North Colonnade, Canary Wharf London E14 5HS.

The Scheme Document is also available for inspection during normal business hours at the UK Listing Authority's Document Viewing Facility, at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY and at the registered office of Tomkins, East Putney House, 84 Upper Richmond Road, London SW15 2ST. The Scheme Document is also available to view and download on the Tomkins website (www.tomkins.co.uk) on the "Recommended Acquisition by Pinafore Acquisitions Limited" section of the Investors page, which is available at the following link: <http://www.tomkins.co.uk/tomk/ir/recom-acquisition/>.

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J.P. Morgan plc, which conducts its UK investment banking businesses as J.P. Morgan Cazenove and is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Tomkins and for no one else in connection with the Acquisition and will not be responsible to anyone other than Tomkins for providing the protections afforded to clients of J.P. Morgan plc nor for providing advice in relation to the Acquisition or any matter referred to in this announcement.

The distribution of this announcement to persons who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas shareholders are contained in the Scheme Document.

Dealing disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Publication on website

A copy of this announcement will be available on the "Recommended Acquisition by Pinafore Acquisitions Limited" section of the Investors page of the Tomkins website (www.tomkins.co.uk) by no later than 5.00 p.m. (London time) on 31 August 2010.