Notice of Annual General Meeting

Notice is hereby given that the ninety-fourth Annual General Meeting of Smiths Group plc will be held at The Thomas Lord Suite, Lord's Cricket Ground, Grace Gate, St John's Wood Road, London NW8 8QN on Tuesday 18 November 2008 at 2.30pm, for the following purposes:

Ordinary business

1. To adopt the reports of the directors and the auditor and the audited accounts for the financial year ended 31 July 2008.

2. To approve the directors' remuneration report for the financial year ended 31 July 2008.

3. To declare a final dividend on the ordinary shares.

4. To re-elect Mr P. Bowman as a director of the Company.

Note

Mr Bowman, an executive director and the Chief Executive of the Company, will retire following his appointment during the year. Biographies of all the directors, including Mr Bowman, are included in the 2008 Annual Report and on the Company's website – www.smiths.com.

5. To reappoint PricewaterhouseCoopers LLP as auditor of the Company.

6. To authorise the directors to determine the remuneration of the auditor.

Special business

7. To consider and, if thought fit, pass the following ordinary resolution:

That, in accordance with Article 6 of the Articles of Association of the Company, the directors be and are hereby authorised to allot relevant securities having a nominal value not exceeding £48,510,168 in aggregate (such authority to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 17 February 2010) and that all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect.

8. To consider and, if thought fit, pass the following special resolution:

That the directors be and are hereby authorised to allot equity securities for cash:

(a) in accordance with article 7 of the Company's Articles of Association; and

(b) within section 94(3A) of the Companies Act 1985 as if section 89(1) of that Act did not apply

provided that the powers under paragraph (a) above (other than in connection with a rights issue) and paragraph (b) above shall be limited to the allotment of equity securities having a maximum nominal amount of £7,276,525 (such authorities to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 17 February 2010) and that all previous authorities under section 95 of the Companies Act 1985 shall cease to have effect.

9. To consider and, if thought fit, pass the following special resolution:

That, in accordance with Article 11 of the Articles of Association of the Company, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of ordinary shares of 37.5p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the directors of the Company may determine provided that:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 38,808,135;

(b) the minimum price which may be paid for an ordinary share is 37.5p per ordinary share;

(c) the maximum price which may be paid for an ordinary share shall not be more than the higher of 5 per cent above the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;

(d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 17 February 2010; and

(e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase in pursuance of any such contract.

Notes

The Companies Act 1985 enables listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares in accordance with that Act. Shares held in treasury in this manner will be available for resale by the Company and may also be used to satisfy share options and share awards under the Company's share schemes. Accordingly, if this resolution is passed at the Annual General Meeting, the directors will have the option of holding in treasury, rather than cancelling, any shares purchased in accordance with the resolution. The Board will have regard to any guidelines issued by investor groups which may be published at the time of any such purchase, holding or resale of treasury shares.

Article 129 of the Articles of Association of the Company authorises the purchase of the non-cumulative preference shares (B shares).

10. To consider and, if thought fit, pass the following ordinary resolution:

That, in accordance with Part 14 of the Companies Act 2006 (the Act), the Company and every other company which is now or may become a subsidiary of the Company at any time during the period for which this resolution is in force is hereby authorised to:

(a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;

(b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and

(c) incur political expenditure not exceeding £50,000 in total.

The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 17 February 2010.

For the purpose of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

By Order of the Board

Sarah Cameron
Secretary

Registered Office:
765 Finchley Road
London NW11 8DS

3 October 2008

General notes

1. The statutory Reports and Accounts for Smiths Group plc for 2008 are called the 2008 Annual Report. The 2008 Directors' Remuneration Report is contained in the 2008 Annual Report. The first two items of business at the Annual General Meeting (AGM) relate to the approval of the statutory Reports and Accounts for 2008 and the 2008 Directors' Remuneration Report. Shareholders who have not elected to receive the statutory Reports and Accounts for 2008 may obtain copies by writing to the Secretary, Smiths Group plc, 765 Finchley Road, London NW11 8DS (e-mail: secretary@smiths.com) or by downloading them from the Company's website (www.smiths.com). Shareholders who wish to receive the printed statutory Reports and Accounts (free of charge) in future years should write to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, quoting Reference 0282.

2. 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 AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If a proxy is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.

3. 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 Equiniti Limited on 0871 384 2943. (Calls to this number are charged at 8p per minute from a BT landline. Other telephony providers' costs may vary.)

4. In order to be valid any proxy form or other instrument appointing a proxy must be received by one of the following methods:

- in hard copy form using the reply-paid envelope or otherwise by post (in which case postage will be payable), by courier or (during normal business hours only) by hand to the Company's registrars Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- by appointing and registering his proxy vote electronically by visiting the website www.sharevote.co.uk (the on-screen instructions will give details on how to complete the appointment and voting process)

and in each case must be received by the Company not less than 48 hours before the time of the meeting.

5. The return of a completed proxy form, other such instrument, any CREST Proxy Instruction (as described in paragraph 9 below) or the appointment of a proxy electronically will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

6. 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 AGM. 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.

7. The statements of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 4 above do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

8. In order to be entitled to attend and vote at the AGM or any adjourned meeting (and for the purpose of the determination by the Company of the votes they may cast), ordinary shareholders must be registered in the register of members of the Company at 6.00pm on 16 November 2008 (or, in the event of any adjournment, 6.00pm 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.

9. 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.

10. 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 Euroclear'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 RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Application 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.

11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. 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.

13. 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 with instructions 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 representation letter if the chairman is being appointed as described in (i) above.

14. As at 1 October 2008 (being the latest practical date prior to the publication of this Notice) the Company's issued share capital consists of 388,087,023 ordinary shares carrying one vote each and 459,157 B shares which do not carry voting rights. Therefore the total voting rights in the Company as at 1 October 2008 are 388,087,023.

15. Copies of the directors' service contracts and letters of appointment for non-executive directors and deeds of indemnity are available for inspection by shareholders at the registered office of the Company during normal business hours. The non-executive directors' letters of appointment may be inspected at the Annual General Meeting on 18 November 2008 from 2.15pm until the close of the Meeting.

16. Voting on all resolutions at the meeting will be by way of a poll.

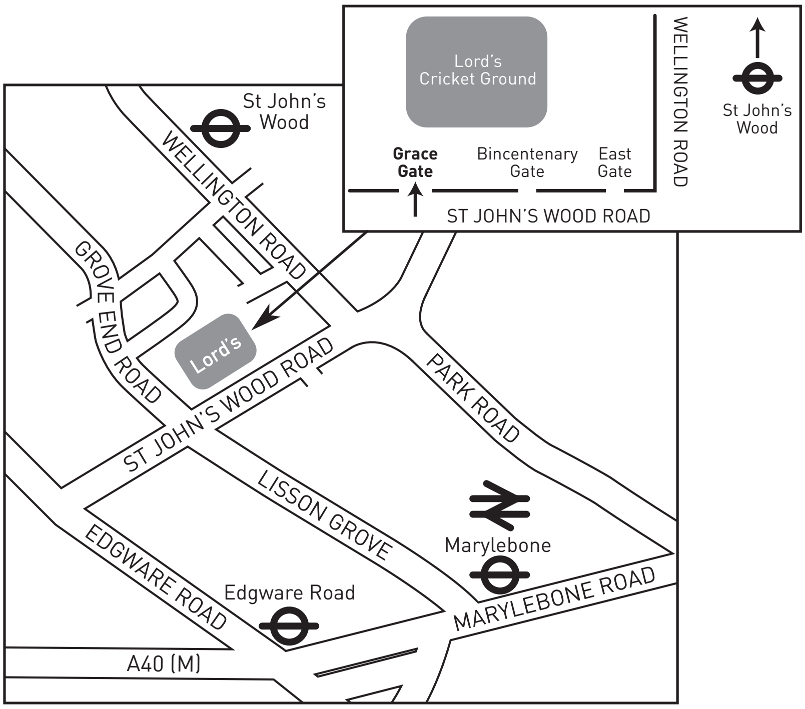
17. Subject to the final dividend being approved at the Annual General Meeting, dividend warrants will be payable on 21 November 2008 to the ordinary shareholders on the register at the close of business on 24 October 2008.

18. The Company is not a close company.

How to get there

Smiths Group plc
Annual General Meeting
The Thomas Lord Suite, Lord's Cricket Ground,
Grace Gate, St John's Wood Road, London NW8 8QN

Tuesday 18 November 2008 at 2.30pm
Light refreshments only will be served.


Lord's Cricket Ground
Grace Gate
Bincentenary Gate
East Gate
ST JOHN'S WOOD ROAD
WELLINGTON ROAD
St John's Wood
St John's Wood
WELLINGTON ROAD
GROVE END ROAD
Lord's
ST JOHN'S WOOD ROAD
PARK ROAD
LISSON GROVE
Marylebone
EDGWARE ROAD
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