

18 NOVEMBER 2014

SMITHS GROUP PLC – RESULT OF AGM

LISTING RULE LR 9.6.18 R

The Company is pleased to announce that all the resolutions proposed at the Annual General Meeting ('AGM') held on 18 November 2014 were subject to polls and were passed by the necessary majority.

The results of the polls on the resolutions are shown below and will be posted on the Company's website, www.smiths.com.

Resolutions	Votes For <i>Shares</i>	% For	Votes Against <i>Shares</i>	% Against	% of ISC* voted	Votes withheld <i>Shares</i>
1 Adoption of Report & Accounts	299,705,910	99.67	981,013	0.33	76.18%	3,403,866
2 Approval of Remuneration Policy	280,811,132	94.97	14,877,828	5.03	74.91%	8,401,829
3 Approval of Remuneration Report	282,664,143	93.62	19,249,494	6.38	76.49%	2,177,153
4 Declaration of Final Dividend	302,961,273	>99.99	1,846	<0.01	76.76%	1,127,671
5 Re-election of Bruno Angelici	299,470,899	99.18	2,483,637	0.82	76.50%	2,136,254
6 Re-election of Philip Bowman	299,578,521	99.59	1,233,841	0.41	76.21%	3,278,427
7 Re-election of Sir George Buckley	298,356,911	98.81	3,600,423	1.19	76.50%	2,133,455
8 Re-election of David Challen	300,722,915	99.62	1,138,798	0.38	76.48%	2,229,076
9 Re-election of Tanya Fratto	301,333,302	99.79	626,836	0.21	76.50%	2,130,652
10 Re-election of Anne Quinn	300,770,874	99.61	1,183,190	0.39	76.50%	2,136,725
11 Re-election of Sir Kevin Tebbit	301,316,466	99.79	648,646	0.21	76.50%	2,125,678
12 Re-election of Peter Turner	298,412,798	98.83	3,535,794	1.17	76.50%	2,142,198
13 Election of Bill Seeger	301,858,463	99.97	94,997	0.03	76.50%	2,137,330
14 Reappointment of PwC as auditors	297,228,764	98.43	4,732,684	1.57	76.50%	2,129,341
15 Auditors' remuneration	302,256,247	99.77	681,916	0.23	76.75%	1,152,626
16 Authorities to allot shares	280,843,995	93.23	20,384,265	6.77	76.32%	2,862,530
17 Disapplication of pre-emption rights	292,792,307	98.93	3,161,552	1.07	74.98%	8,136,931
18 Market purchase of shares	300,591,813	99.62	1,150,154	0.38	76.45%	2,348,823
19 Notice period for general meetings	270,726,654	89.36	32,227,120	10.64	76.75%	1,137,016
20 Political donations etc.	286,332,187	96.40	10,695,853	3.60	75.25%	7,062,749
21 US Employee share purchase plan	300,424,756	99.51	1,475,267	0.49	76.49%	2,190,767

* ISC = issued share capital of the Company

Notes:

- (i) Where shareholders appointed the Chairman as their proxy with discretion as to voting, their votes were cast in favour of the resolutions and their shares have been included in the "votes for" column.

- (ii) A "vote withheld" is not a vote in law and is not counted in the calculation of the percentages of the votes cast for and against a resolution.
- (iii) There were 394,704,857 ordinary shares of 37.5p in issue at the time of the AGM.
- (iv) Resolutions Nos. 1 to 16 and 20 and 21 were passed as ordinary resolutions. Resolutions Nos. 17 to 19 were passed as special resolutions.

LISTING RULE LR 9.6.3 R

A copy of all the resolutions passed at the Annual General Meeting of the Company held on 18 November 2014 will be uploaded to the UK Financial Conduct Authority National Storage Mechanism. This may be viewed online by visiting the National Storage Mechanism website at www.morningstar.co.uk/uk/NSM.

LISTING RULE LR 9.6.11 R

Mr David Challen retired as the Chairman of the Audit Committee at the conclusion of the AGM on 18 November 2014 and was succeeded in that role by Mr Bill Seeger. Mr Challen continues as a non-executive director of the Company and remains its Senior Independent Director and a member of the Audit, Nomination and Remuneration Committees.

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