

NOTICE OF ANNUAL GENERAL MEETING 2020

smiths

Circular to shareholders

The one hundred and sixth Annual General Meeting of Smiths Group plc will be held at 11-12 St James's Square, London SW1Y 4LB on Monday, 16 November 2020 at 2.30pm

NO PHYSICAL ATTENDANCE PERMITTED – SHAREHOLDERS ARE ENCOURAGED TO SUBMIT THEIR PROXY VOTING INSTRUCTIONS IN ADVANCE OF THE MEETING

Arrangements

While the Annual General Meeting will be held on Monday, 16 November 2020 at 2.30pm at 11-12 St James's Square, London, SW1Y 4LB, the only people present will be those required to form a quorate meeting and transact the formal business of the meeting.

Due to changing guidance in respect of COVID-19 and our commitment to our shareholders' and employees' safety, no other shareholders will be permitted to attend the meeting in person and will be refused entry. Shareholders will be able to submit their voting instructions both in advance and on the day. Further information on meeting arrangements can be found on page 11.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional

adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services & Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please

pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Be ScamSmart

Investment Scams are designed to look like genuine investments

Spot the warning signs

Have you been:

- contacted out of the blue
- promised tempting returns and told the investment is safe
- called repeatedly, or
- told the offer is only available for a limited time?

If so, you might have been contacted by fraudsters.

Avoid Investment Fraud

1. Reject cold calls

If you've received unsolicited contact about an investment opportunity, chances are it's a high risk investment or a scam. You should treat the call with extreme caution. The safest thing to do is to hang up.

2. Check the FCA Warning List

The FCA Warning List is a list of firms and individuals we know are operating without our authorisation.

3. Get impartial advice

Think about getting impartial financial advice before you hand over any money. Seek advice from someone unconnected to the firm that has approached you.

Report a Scam

If you suspect that you have been approached by fraudsters please tell the FCA using the reporting form at www.fca.org.uk/consumers/report-scam-unauthorised-firm. You can also call the FCA Consumer Helpline on **0800 111 6768**

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 or online at www.actionfraud.police.uk

Find out more at www.fca.org.uk/scamsmart

Remember: if it sounds too good to be true, it probably is!



Notice of Annual General Meeting

Notice is hereby given that the one hundred and sixth Annual General Meeting of Smiths Group plc (the 'Company') will be held at 11-12 St James's Square, London, SW1Y 4LB on Monday, 16 November 2020 at 2.30pm.

NO PHYSICAL ATTENDANCE PERMITTED

Resolutions 1 to 16 and 21 are proposed as ordinary resolutions. Resolutions 17 to 20 (inclusive) are proposed as special resolutions.

Resolutions

1. To receive the reports of the Directors and the auditors and the audited accounts for the financial year ended 31 July 2020.
2. To approve the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 July 2020.
3. To declare a final dividend of 24 pence per ordinary share for the financial year ended 31 July 2020 to be payable on 20 November 2020 to shareholders on the register of members at 6.00 pm on 23 October 2020.
4. To elect Pam Cheng as a Director.
5. To elect Karin Hoeing as a Director.
6. To re-elect Sir George Buckley as a Director.
7. To re-elect Dame Ann Dowling as a Director.
8. To re-elect Tanya Fratto as a Director.
9. To re-elect William Seeger as a Director.
10. To re-elect Mark Seligman as a Director.
11. To re-elect John Shipsey as a Director.
12. To re-elect Andrew Reynolds Smith as a Director.
13. To re-elect Noel Tata as a Director.
14. To reappoint KPMG LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
15. To authorise the Audit & Risk Committee to determine the remuneration of the auditors.
16. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £49,539,406; and
 - (b) comprising equity securities (as defined in Section 560(1) of the Act up to a further nominal amount of £49,539,406 in connection with an offer by way of a rights issue, such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 January 2022 but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to be granted to subscribe for or convert any security into shares after the authority ends.
17. That, if Resolution 16 above is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) (the 'Act') for cash under the authority given by that resolution and/or sell to ordinary shares held by the Company treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:
 - (a) to allotments for rights issues and other pre-emptive issues; and
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £7,430,910,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2022 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution 'rights issue' means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

For the purposes of this Resolution:

- (a) 'rights issue' has the same meaning as in Resolution 16 above;
 - (b) 'pre-emptive issue' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
 - (c) references to an allotment of equity securities shall include a sale of treasury shares; and
 - (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
18. That, if Resolution 16 is passed, the Directors be authorised in addition to any authority granted under Resolution 17 to allot equity securities (as defined in the Companies Act 2006 (the 'Act')) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,430,910; and
 - (b) used only for the purposes of financing (or refinancing), if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2022 but, in each case, prior to its expiry the Company

may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

19. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 (the 'Act') to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 37.5p each in the capital of the Company on such terms and in such manner as the Directors may determine provided that:
- (a) the maximum number of shares which may be purchased is 39,631,524;
 - (b) the minimum price which may be paid for each share is 37.5p;
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than the higher of: (i) an amount equal to 105% of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official list, for the five business days prior to the day on which the ordinary share is purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading system ('SETS');
 - (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2022; and
 - (e) a contract for the purchase of shares under this authority may be made before the expiry of this authority and concluded wholly or partly after the expiry of this authority.

20. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.
21. 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 during which this resolution is in force is hereby authorised to make donations and incur expenditure under each and any of the following heads:
- (a) donations to political parties or independent election candidates;
 - (b) donations to political organisations other than political parties; and
 - (c) political expenditure,
- up to an aggregate amount of £50,000 and the amount authorised under each of paragraphs (a), (b) and (c) shall also be limited to such amount.

The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2022.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes 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

JOHN MILLS
Company Secretary
15 October 2020

Registered office:

4th floor, 11-12 St James's Square
London SW1Y 4LB

Registered in England and Wales
no. 00137013

The notes on the following pages provide an explanation of the proposed resolutions.

Resolutions 1 to 16 and 21 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 to 20 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Recommendation

Your Directors believe that all the proposals to be considered at the Annual General Meeting (the 'AGM') are in the best interests of the Company and its shareholders as a whole, and recommend shareholders to vote in favour of the resolutions. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings.

Resolution 1: Adoption of reports and accounts

The Directors must present the reports of the Directors and the accounts of the Company for the year ended 31 July 2020 to shareholders at the AGM. The reports of the Directors (including the Strategic Report), the accounts, and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are required to be audited are contained within the FY2020 Annual Report.

Resolution 2: Approval of Directors' Remuneration Report

Under Section 420 of the Companies Act 2006 (the 'Act'), the Directors must prepare a remuneration report detailing the remuneration of the Directors and containing a statement by the Chair of the Remuneration Committee. The Act also requires that a resolution be put to shareholders each year for their approval of that report. This is an advisory resolution only.

Resolution 3: Declaration of final dividend

In March 2020, the Board considered it prudent not to declare an interim dividend for HY2020 until such time as trading conditions became clearer and there was less uncertainty. Reflecting the Group's strong performance and financial position, the Board is now recommending a total dividend of 35 pence per share for the year. This reflects a delayed interim dividend of 11 pence and a proposed final dividend of 24 pence. In Resolution 3, shareholders have been asked to approve the final dividend, as a final dividend can only be paid after the shareholders have approved it at a general meeting. If the final dividend is approved, it will be payable, along with the interim dividend, on 20 November 2020 to shareholders on the register of members at 6.00pm on 23 October 2020 (the record date).

From November 2019 Smiths stopped issuing dividend cheques. In order to have dividends paid directly to your bank or building society account please contact Equiniti for a copy of the Bank Mandate Form if you have not already done so.

Resolutions 4 to 13: Election and Re-election of Directors

Pam Cheng and Karin Hoeing were appointed to the Board since the last AGM and, in accordance with the Company's Articles of Association, will retire and stand for election at the AGM.

The remaining Directors, with the exception of Bruno Angelici and Olivier Bohuon, will retire from office at the AGM and offer themselves for re-election. Bruno Angelici and Olivier Bohuon will retire and not seek re-election as Directors. The Chairman confirms, on behalf of the Board, that each Director standing for election or re-election continues to be effective and demonstrates commitment to their respective roles.

See the appendix to the Notes on pages 9 and 10 for detailed biographies, including the contribution of each Director and their importance to the Company's long-term sustainable success. Their biographies are also available on pages 84-87 of the FY2020 Annual Report and the Company's website, www.smiths.com. The Nomination & Governance Committee Report on page 96 of the FY2020 Annual Report provides further information in support of Director re-election.

Resolutions 14 and 15: Re-appointment and remuneration of KPMG LLP as auditor

The Board, on the advice of the Audit & Risk Committee (summarised in the Audit & Risk Committee Report on page 106 of the FY2020 Annual Report), recommends the reappointment of KPMG LLP as auditors, to hold office until the next meeting before which the accounts are laid (Resolution 14).

Resolution 15 authorises the Audit & Risk Committee to determine the remuneration of KPMG LLP for their services as auditors.

Resolution 16: Authority to allot shares

The purpose of Resolution 16 (the 'allotment resolution') is to renew the Directors' power to issue and allot new shares in the Company.

The authority in paragraph (a) of Resolution 16 will allow the Directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal value of £49,539,406, which is equivalent to approximately one third of the nominal value of the ordinary share capital of the Company in issue on 28 September 2020.

The authority in paragraph (b) will allow Directors to pre-emptively allot new shares or to grant rights to subscribe for or convert any security into shares in the Company only in connection with a rights issue up to a further nominal value of £49,539,406, which is equivalent to approximately one third of the nominal value of the ordinary share capital of the Company in issue at 28 September

2020 (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical considerations). This is in line with guidance published by the Investment Association.

There are no present plans to undertake a rights issue or allot new shares other than in connection with the Company's share option schemes and plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities.

If the resolution is passed the authority will expire on the earlier of the close of business on 31 January 2022 and the end of the AGM due to be held in 2021.

Resolutions 17 and 18: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings.

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. The purpose of Resolutions 17 and 18 (together the 'disapplication of pre-emption rights resolutions') is to enable shareholders to waive their pre-emption rights.

Resolution 17 authorises Directors to allot new shares, pursuant to the authority given by Resolution 16 (the 'allotment resolution'), or to sell treasury shares for cash:

- (a) in connection with a rights issue or pre-emptive issue; and/or
- (b) otherwise up to a nominal value of £7,430,910, equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 28 September 2020

in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 18 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority under Resolution 18 is limited to a nominal value of £7,430,910, equivalent to approximately 5% of the nominal value of the ordinary share capital of the Company in issue on 28 September 2020.

Taken together, the allotment resolution and the disapplication of pre-emption rights resolutions will allow the Directors to issue new shares for cash or sell treasury shares without offering the shares first to existing shareholders in proportion to their existing holdings under the following circumstances:

- (a) in connection with a rights issue or other pre-emptive issue, with a nominal value equivalent to two-thirds of the present issued share capital (which will allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders);
- (b) for any other purpose, with a nominal value equivalent to 5% of the present issued share capital; and
- (c) in connection with the financing or refinancing of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment, with a nominal value equivalent to 5% of the present issued share capital

but subject to an overall aggregate limit equivalent to two-thirds of the present issued share capital.

The Directors intend to adhere to the provisions in the Pre-Emption Group's statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 17 either in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5% of

the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders. Adherence to the principles would not preclude issuances under the authority sought under Resolution 18.

The Directors consider it desirable and believe it appropriate to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable non-pre-emptive allotments to take place to finance business opportunities.

The allotment and the disapplication of pre-emption rights resolutions comply with the Share Capital Management Guidelines issued by the Investment Association in July 2016 and the disapplication of pre-emption rights resolutions follow the resolution templates issued by the Pre-Emption Group in May 2016.

If the resolutions are passed, the authorities will expire on the earlier of the close of business on 31 January 2022 and the end of the AGM due to be held in 2021.

As at 28 September 2020, the Company did not hold any treasury shares. If the Company were to create treasury shares, e.g. through the market purchase of its own shares, the subsequent sale of any treasury shares (or the use of treasury shares to satisfy obligations under the Company's share schemes and plans) would be counted as equivalent to the issue of new shares for the purpose of the limitations on the issue of new shares included in the allotment resolution and disapplication of pre-emption rights resolutions.

Resolution 19: Purchase of own shares

The effect of this resolution is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 39,631,524 ordinary shares, until the AGM due to be held in 2021 or the close of business on 31 January 2022, whichever is the earlier. This represents approximately 10% of the number of ordinary shares in issue as at 28 September 2020 and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, which reflect the requirements of the UKLA Listing Rules.

Under the Act, the Company can hold shares which have been purchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes.

The Directors believe that it is desirable for the Company to have these choices available, as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on and no voting rights will be exercised in respect of treasury shares.

However, it is not the Company's present intention to hold shares in treasury, in the event that any shares were to be purchased under this authority. Shares will only be purchased if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company.

Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). If any shares purchased by the Company are held in treasury and used for the purposes of its employee share schemes, the Company will count those shares towards the limits on the number of new ordinary shares which may be issued under such schemes. As at 28 September 2020, there were 5,662,610 outstanding options and awards, granted under all share schemes operated by the Company, which, if vested, would represent 1.43% of the issued ordinary share capital of the Company. If the authorities to purchase the Company's own shares (both existing and sought) were exercised in full, that percentage would increase to 1.79%. For the purpose of these calculations, it has been assumed that (i) all the outstanding options under the Sharesave Scheme and all the conditional share awards under the Long Term Incentive Plan, the Restricted Share Plan and the Excellence Plan will only be determined at their applicable vesting dates, subject to the satisfaction of the performance conditions and other requirements at those times.

With regard to the authorities sought under Resolutions 16 to 19, the Directors' intention would be to exercise the authorities given to them by the resolutions in accordance with the Share Capital Management Guidelines issued by the Investment Association in July 2016.

Resolution 20: Notice of general meetings

Under the Act, the Company may call a general meeting, other than an AGM, by giving 14 days' clear notice to shareholders. Under the Companies (Shareholders' Rights) Regulations 2009 this period is extended to 21 clear days unless the Company has obtained shareholder approval for a shorter period. This resolution would maintain the current position as agreed by shareholders at the 2019 AGM. The shorter notice period would not be used as a matter of routine but only where the flexibility was merited by the business of the meeting and was thought to be in the interests of shareholders as a whole. AGMs will still require at least 21 clear days' notice.

Resolution 21: Political donations

Part 14 of the Act requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations in the EU totaling more than £5,000 in any twelve month period, and for any political expenditure in the EU, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could include special interest groups, such as those involved with the environment, with the Company and its UK subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular party.

It is the policy of the Company not to make political donations or incur political expenditure in the EU as those expressions are normally understood. However, to avoid inadvertent infringement of the Act, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries (by virtue of the Act, the term 'subsidiary' in Resolution 21 is a reference to each UK subsidiary of the Company) to make political donations and to incur political expenditure in the EU for the period from the date of the AGM to the conclusion of next year's AGM up to a maximum aggregate amount of £50,000.

General notes

These notes should be read in the light of the arrangements for this year's AGM described in the 'Further information about the AGM' section on page 11, which include that anyone seeking to attend in person, other than those designated to form the quorum, will be refused entry.

1. The statutory Report and Accounts for Smiths Group plc for 2020 are called the FY2020 Annual Report. The Directors' Remuneration Report for 2020, which includes a summary of the Directors' Remuneration Policy, is contained in the FY2020 Annual Report. The first two items of business at the AGM relate to the approval of (1) the statutory Report and Accounts for 2020; and (2) the Directors' Remuneration Report for 2020. Shareholders who have not elected to receive the FY2020 Annual Report in printed form may obtain copies by writing to the Secretary, Smiths Group plc, 4th Floor, 11-12 St James's Square, London SW1Y 4LB (e-mail: secretary@smiths.com) or by downloading them from the Company's website (www.smiths.com). Shareholders who wish to receive the printed FY2020 Annual Report (free of charge) in future years should write to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, quoting Reference 0282.
2. Members are entitled to appoint a proxy to exercise their right to vote electronically and may also elect proxies to submit questions on their behalf at the meeting (although such questions will not form part of the legal business of the AGM as further explained in the 'Further information about the AGM' section on page 11). 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 or her discretion as to whether and, if so, how he or she votes.
3. If you would like to submit your vote electronically in advance of the AGM, you can submit your instruction by visiting sharevote.co.uk. You are advised to read the terms and conditions of use.

All advance electronic proxy votes should be submitted by no later than 2.30pm on 14 November 2020. If you return paper and electronic instructions, those received last by the Registrar before 2.30pm on 14 November 2020 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged.

4. 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 0371 384 2943 if calling from the UK. From outside the UK, call the Equiniti overseas helpline on +44 121 415 7047. Shareholders wishing to appoint a proxy and register their proxy votes electronically ahead of the meeting should visit the website www.sharevote.co.uk. The on-screen instructions will give details on how to complete the appointment and voting process. To be effective, electronic proxy appointments and voting instructions must be received before 2.30pm on 14 November 2020 (or, in the event of an adjournment, not later than 48 hours before the time of the adjourned meeting).
5. In order to be valid any proxy form or other instrument appointing a proxy must be received by one of the following methods:
 - (a) in hard copy form using the reply-paid envelope or otherwise by post (in which case postage will be payable), courier or (during normal business hours only) by hand to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
 - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
 - (c) by appointing and registering the proxy vote electronically by visiting www.sharevote.co.uk (the on-screen instructions will give details on how to complete the appointment and voting process).

Important: in any case, a proxy form must be received by the Company before 2.30pm on 14 November 2020 (or, in the event of an adjournment, not later than 48 hours before the adjourned meeting).

6. The return of a completed proxy form, other such instrument, any CREST Proxy Instruction (as described in paragraph 10 below) or the appointment of a proxy electronically will not prevent a shareholder voting electronically at the AGM if he or she wishes to do so.
7. Any person to whom this notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he or she was nominated, have a right to be appointed (have someone else appointed) as a proxy of that shareholder for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
8. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 and 3 above does 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 Act, writes to you directly for a response.
9. In order to be entitled to vote at the AGM or any adjourned meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 2.30pm on 14 November 2020 (or, in the event of any adjournment, 6.30pm on the date which is two days before the time of the reconvening 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 vote at the meeting.
10. 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 (available via www.euroclear.com). 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.
11. 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 (available via www.euroclear.com). 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 (IDRA19) 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 stamp 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.

12. 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 or her CREST sponsor of 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.
13. 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.
14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that if two or more representatives purport to vote in respect of the same shares:
- if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
 - in other cases, the power is treated as not exercised.
15. As at 28 September 2020 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 396,315,248 ordinary shares carrying one vote each. Therefore the total voting rights in the Company as at 28 September 2020 was 396,315,248.
16. Subject to government guidance, copies of the Directors' service contracts, letters of appointment for Non-executive Directors, deeds of indemnity and the Company's Articles of Association are available for inspection at an agreed time at the Company's registered office: 4th Floor, 11-12 St James's Square, London, SW1Y 4LB (email: secretary@smiths.com) during normal business hours. In addition, a copy of the Company's Articles of Association is available on our website.
17. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and is in line with corporate governance recommendations. The results of the voting at the general meeting will be announced through a Regulatory Information Service and will appear on our website, www.smiths.com, on Monday, 16 November 2020 or shortly thereafter.
18. Subject to the final dividend being approved at the AGM, it will be payable on 20 November 2020 to the ordinary shareholders on the register at the close of business on 23 October 2020.
19. Shareholders should note that, on a request made by shareholders of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:
- the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM for the financial year ended 31 July 2020; or
 - any circumstance connected with an auditor of the Company appointed for the financial year ended 31 July 2020 ceasing to hold office since the previous meeting at which annual accounts and reports were laid.
- The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
20. We will be offering members the opportunity to submit questions via an electronic platform which the Board will endeavour to answer. The question facility will not constitute attendance or participation on the part of the shareholder in the legal proceedings of the AGM. The Company may cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
21. A copy of this Notice and other information required by Section 311A of the Act can be found at www.smiths.com.
22. Members may not use any electronic address provided in either this Notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Directors' Biographies

Key

- A** Audit & Risk Committee member
- N** Nomination & Governance Committee member

- R** Remuneration Committee member
- Committee Chair

Resolution 4

Pam Cheng

Non-executive Director

Appointed to the Board: 1 March 2020

Independent: Yes



Skills and Experience: Pam is Executive Vice-President, Operations and Information Technology at AstraZeneca plc, a multinational pharmaceutical and biopharmaceutical company. Pam's experience in manufacturing, supply chain and technology in large global businesses further strengthens the Board's discussions on embedding world-class operations. In 2020 she provided valuable assistance and advice on supply chain logistics during COVID-19 and supported our celebration of International Women in Engineering Day. Pam's previous roles include President of MSD (Merck & Co., Inc.) in China and Senior Vice President of Global Supply Chain Management & Logistics for Merck globally. Pam also held various engineering and project management positions at Universal Oil Products, Union Carbide Corporation and GAF Chemicals. Pam holds Bachelor's and Master's degrees in chemical engineering and has an MBA.

Resolution 5

Karin Hoeing

Non-executive Director

Appointed to the Board: 2 April 2020

Independent: Yes



Skills and Experience: Karin Hoeing is Group Human Resources Director at BAE Systems plc, bringing current executive experience of defence, security, and aerospace to the Board. Since joining the Board she has provided valuable assistance and advice on people issues during the COVID-19 crisis and joined us in celebrating International Women in Engineering Day. Prior to joining BAE she led one of the major international business divisions at Schlumberger, a multinational oil services company. Karin spent 20 years at Schlumberger, where she held a number of senior HR, marketing, technology and line management leadership positions across Europe, the Middle East and Asia. Karin has a Diploma Geophysics degree.

Resolution 6

Sir George Buckley

Chairman

Appointed to the Board: 1 August 2013

Independent: On appointment as Chairman



Skills and Experience: Sir George has extensive experience of large, multi-industry businesses operating in global markets, and has had a long career in engineering and innovation. As Chairman, Sir George ensures effective communication with stakeholders, and that the Board provides leadership and guidance for executive management, especially with regard to the Group's response to the COVID-19 pandemic. Sir George's previous roles, including as Chairman and CEO of 3M, a US-based global technology company and Dow Jones 30 component, support his effective chairmanship of the Board. His other previous experience includes Chairman and CEO of Brunswick Corporation. Sir George currently serves as Non-executive Chairman of Stanley Black & Decker, Inc. and Non-executive Director of Hitachi Ltd. He has a PhD in Electrical Engineering.

Resolution 7

Dame Ann Dowling

Non-Executive Director

Appointed to the Board: 19 September 2018

Independent: Yes



Skills and Experience: Dame Ann is a Deputy Vice Chancellor and an emeritus professor of Mechanical Engineering at the University of Cambridge. She has had a distinguished academic career, and her contribution to engineering research and the practical application of new technology in industry is internationally recognised. Dame Ann has used her wide experience to inspire Smiths employees, including through her attendance at the John Crane's Professional Women's Network and her involvement in our support for International Women in Engineering Day. Dame Ann's knowledge and background offer a different perspective to Board discussions, and her previous roles include five years as Head of Engineering at the University of

Cambridge, and President and Chairman of Trustees of the Royal Academy of Engineering. Dame Ann has a degree in mathematics and a PhD in engineering.

Current External Appointments: Non-executive Director, BP plc.

Resolution 8

Tanya Fratto

Non-Executive Director

Appointed to the Board: 1 July 2012

Independent: Yes



Skills and Experience: Tanya has had a successful career running businesses over a 20+ year career with General Electric Corporation, a multinational conglomerate. Prior to joining the Smiths Board, she was the CEO of Diamond Innovations Inc, a manufacturer of industrial diamonds. In addition to her experience in manufacturing and operations, she brings insight into product innovation, sales and marketing across a range of sectors and an extensive knowledge of operating in the US, to Board discussions. As one of the longest serving members of the Board she has a deep knowledge of the Group and supported our celebration of International Women in Engineering Day. She is a qualified electrical engineer and has a BSc in Electrical Engineering.

Current External Appointments: Non-Executive Director of Mondi plc, Non-executive Director of Advanced Drainage Systems, Inc. and Non-executive Director of Ashtead Group plc.

Resolution 9

Bill Seeger

Senior Independent Director

Appointed to the Board: 12 May 2014

Independent: Yes



Skills and Experience: Bill had a successful career in finance in the engineering sector and was Group Finance Director at GKN plc, a global engineering group, until 2014. As Senior Independent Director Bill has been responsible for ensuring the Board engages effectively with the workforce over the year and as chair of the Remuneration Committee for leading the Committee's discussions on ensuring that developments in remuneration practices are considered and where appropriate acted upon. At GKN he also held the roles of CEO of the Propulsion Systems Division, and CFO of the Aerospace Division. Earlier in his career Bill spent 30 years at TRW, a US based automotive and aerospace group, where he held various senior finance positions. This extensive experience in global engineering businesses supports his participation in robust decision-making by the Board. Bill has a BA in Economics and an MBA.

Current External Appointments:

Senior Independent Director, Spectris plc, Lecturer, UCLA Anderson School of Management.

Resolution 10

Mark Seligman

Non-executive Director

Appointed to the Board: 16 May 2016

Independent: Yes



Skills and Experience: Mark's extensive experience in corporate finance and capital markets supports Board discussion of the Group's portfolio management. In 2020 he has engaged with a cross-divisional range of employees working in Finance and as Chair of the Audit & Risk Committee he led their oversight of the financial impacts of COVID-19 and the Group's response to it. He is a former senior investment banker and during his executive career he held various roles at Credit Suisse, including Chairman of UK Investment Banking. Mark also brings his non-executive experience to the Board, having served as senior independent director and audit committee chairman at various FTSE 100 companies. Mark is a Chartered Accountant, and has an MA in Philosophy, Politics and Economics.

Other External Appointments: Senior Independent Director, Kingfisher plc, Senior Independent Director, NatWest Group plc (formerly The Royal Bank of Scotland Group plc), Alternate member, Panel on Takeovers and Mergers for the Association for Financial Markets in Europe.

Resolution 11

John Shipsey

Chief Financial Officer

Appointed to the Board: 1 January 2018

Skills and Experience: John has valuable experience leading innovative companies, and prior to joining Smiths was Chief Financial Officer for Dyson, a diversified global technology company. At Dyson he was part of the team that led their global growth, particularly in Asia. His previous experience includes 13 years at Diageo plc, a multinational alcoholic beverages company, in a number of senior finance and strategy roles. This included Finance Director for its Iberia region and Chief Financial Officer of Schieffelin & Somers, a US joint venture between Diageo and LVMH. John is a Chartered Accountant.

Resolution 12

Andy Reynolds Smith

Chief Executive

Appointed to the Board: 25 September 2015

Skills and Experience: Andy brings in-depth industry knowledge to the Board and spent over a decade at GKN plc, a complex global engineering group, prior to joining Smiths. At GKN plc he was Chief Executive of the Automotive division and a member of the Board from 2007. Earlier in his career, Andy held senior management roles at Ingersoll Rand, Siebe plc (now Schneider Electric) and Delphi Automotive Systems. His previous experience also includes a non-executive directorship at Morgan Advanced Materials, Chairman of the CBI Manufacturing Council and membership of the Government Ministerial Advisory Group for Manufacturing and green economy.

Resolution 13

Noel Tata

Non-executive Director

Appointed to the Board: 1 January 2017

Independent: Yes



Skills and Experience: Noel has had a successful career in global business. He has extensive experience of the high-growth economies which are key markets for our growth strategy and has been invaluable in developing key strategic relationships in Asia since joining the Board. He is the Managing Director of Tata International Limited, a global trading and distribution company and a trading arm of the Tata Group, a privately-owned multinational holding company. Noel has a BA in Economics.

Current External Appointments: With the exception of Kansai Nerolac Paints Ltd, each of the following companies forms part of the Tata Group plc. All of the companies are listed on the Bombay and Indian National Stock Exchanges:

Non-independent, Non-executive Chairman, Tata Investment Corporation, Non-independent, Vice Chairman, Titan Company Ltd, Non-independent Non-executive Chairman, Trent Ltd, Non-independent, Non-executive Chairman, Voltas Ltd, Non-executive director, Kansai Nerolac Paints Ltd.

Further information about the AGM

Timings

Date:	16 November 2020
12.30pm	AGM website opens and question submission opens.
2.30pm	AGM begins and you will be able to vote once the Chairman declares the poll open.
4.00pm	(approximately) AGM closes. The results of the poll will be released to the London Stock Exchange once collated.

Physical attendance

In line with the government's restrictions on public gatherings, physical attendance at the meeting is not permitted. Certain shareholders and Directors will attend the meeting in person in order to form the quorum, but any other member attempting to attend the AGM in person will be refused entry.

Please refer to the following information and the user guides provided with this Notice for details of how to view a webcast of the meeting, submit questions and vote electronically.

Electronic Voting

For the 2020 AGM, Smiths Group is for the first time enabling shareholders to vote at the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, <https://web.lumiagm.com>

Accessing The AGM website

The Lumi AGM website can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging In

On accessing the AGM website, you will be asked to enter a Meeting ID which is 190-157-794. You will then be prompted to enter your unique Shareholder Reference Number (SRN) and password which is the first two and last two digits of your SRN. These can be found printed on your proxy form. Access to the Lumi AGM website will be available from 12.30pm on 16 November 2020; however, please note that your ability to vote will not be enabled until the Chairman formally opens the meeting at 2.30pm.

Webcast

The proceedings of the AGM will be webcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to view the proceedings of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting, these slides will progress automatically as the meeting progresses.

Voting

Once the Chairman has formally opened the meeting, he will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chairman's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting, resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to cancel your vote, select the cancel button. You will be able to do this at any time whilst the poll remains open and before the Chairman announces its closure at the end of the meeting.

Questions

Shareholders viewing the webcast may ask questions via the website by typing and submitting their question in writing.

Select the messaging icon from within the navigation bar and type your question at the bottom of the screen.

Please note that only the electronic voting platform shall constitute participation at the AGM on the part of shareholders and when shareholders view the webcast and submit questions they will not be participating in the formal business of the AGM.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and view the webcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Duly appointed proxies and corporate representatives

If you would like to appoint a proxy or corporate representative, you should complete the relevant form and either you or they should contact the Company's registrar, Equiniti to obtain details of how to view the webcast and vote. Please contact the Company's registrar before 2.30 pm on 13 November 2020 on 0371 384 2943 (or +44 121 415 7047 if you are calling from outside the UK) for the proxy's or corporate representative's unique username and password. Please ensure a valid proxy appointment has been made by no later than the voting deadline detailed on page 7.

Lines are open 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

User guide to voting at the Smiths Group 2020 AGM electronically and accessing the webcast and question facility

Meeting ID: 190-157-794

To login you must have your Shareholder Reference Number (SRN) and password



1
Navigate to <https://web.lumiagm.com> and you will be prompted to enter the Meeting ID. If a shareholder attempts to login to the app before the meeting is live*, a pop-up dialogue box will appear.

*After 12.30 pm on 16 November 2020



2
After entering the Meeting ID, you will be prompted to enter your unique username and password.

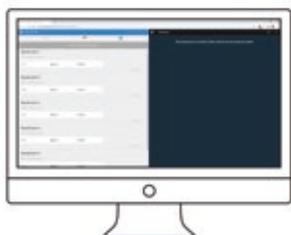


3
When successfully authenticated, you will be taken to the Home Screen.

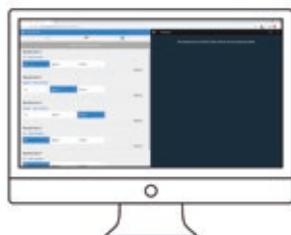


4
The meeting presentation will appear automatically if viewing through a web browser to the side of the page.

This can be minimised by pressing this button:



5
When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device. Scroll through the list to view all resolutions

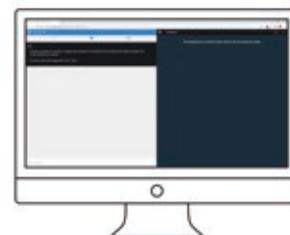


6
For each resolution, press the choice corresponding with the way in which you wish to vote. When selected, a confirmation message will appear.



7
To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.

To return to the voting screen whilst the poll is open, select the voting icon.



8
If you would like to ask a question, select the messaging icon.



Type your message within the chat box at the bottom of the messaging screen.

Click the send button to submit.