

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended “**MiFID II**”) or; (ii) a customer within the meaning of (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (as amended, the “**FSMA**”) to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**UK distributor**”) should take into consideration the manufacturers’ target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 11 November 2025

Smiths Group plc
Legal entity identifier (“LEI”): 213800MJL6IPZS3ASA11

Issue of EUR 650,000,000 3.625 per cent. Notes due 2033

Guaranteed by Smiths Group International Holdings Limited
under the EUR 2,500,000,000
Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 17 April 2025 and the supplement dated 31 October 2025 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement(s) to it have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1. (i) Issuer: Smiths Group plc
- (ii) Guarantor: Smiths Group International Holdings Limited
2. (i) Series Number: 2
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount:
 - (i) Series: EUR 650,000,000
 - (ii) Tranche: EUR 650,000,000
5. Issue Price: 99.163 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof
- (ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 13 November 2025
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 13 November 2033
9. Interest Basis: 3.625 per cent. Fixed Rate
(further particulars specified below in paragraph(s) 14)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Change of Control Put Option
Call Option
(See paragraphs 18 and 20 below)
13. Date approval for issuance of Notes and Guarantee obtained: Issuer: 19 March 2025 and 17 September 2025 (Board approval)

Guarantor: 21 March 2025 and 1 October 2025 (Board approval) and 24 March 2025 (Shareholder approval)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	3.625 per cent. per annum payable in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	13 November in each year, commencing on 13 November 2026, up to and including the Maturity Date
(iii)	Fixed Coupon Amount(s):	EUR 36.25 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable
17.	Condition 10(g) (Unmatured Coupons void)	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Call Option	Applicable
(i)	Optional Redemption Date(s) (Call):	Any date from and including the Issue Date to but excluding the Maturity Date
(ii)	Par Call Redemption Date:	13 August 2033
(iii)	If redeemable in part:	Not Applicable
(iv)	Notice period:	In accordance with Condition 9(c)
(v)	Make-Whole Redemption Margin:	+20 basis points
(vi)	Reference Bond:	German Government Bond: DBR 2.600% due 15 August 2033 (DE000BU2Z015)
(vii)	Quotation Time:	11:00 a.m. (CET) 3 Business Days preceding the relevant Optional Redemption Date
19.	Put Option	Not Applicable
20.	Change of Control Put Option:	Applicable
(i)	Change of Control Redemption Amount(s) of each Note and method, if any, of calculation of such amounts:	EUR 1,000 per Calculation Amount
21.	Issuer Residual Call Option:	Not Applicable
22.	Final Redemption Amount of each Note	EUR 1,000 per Calculation Amount
23.	Early Redemption Amount	

Early Redemption Amount(s) per EUR 1,000 per Calculation Amount
Calculation Amount payable on
redemption for taxation reasons or on
event of default or other early
redemption:

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | Registered Notes:

Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note |
| 25. | New Global Note: | Not Applicable. The Notes are to be issued under the New Safekeeping Structure |
| 26. | Additional Financial Centre(s) or other special provisions relating to payment dates: | London |
| 27. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |

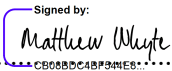
THIRD PARTY INFORMATION

The description of the expected rating of the Notes contained in paragraph 2 of Part B below has been extracted from the websites of S&P (as defined below) and Moody's (as defined below). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P and Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of **Smiths Group plc:**

By: 
Duly authorised

Signed on behalf of **Smiths Group International Holdings Limited:**

By: 
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Market of the London Stock Exchange with effect from or around 13 November 2025.
- (ii) Estimate of total expenses related to admission to trading: GBP 6,350

2. RATINGS

The Notes to be issued have been rated:

Ratings: S&P Global Ratings UK Limited (“**S&P**”): BBB+

Moody’s Investors Service Ltd (“**Moody’s**”): Baa2

Each of S&P Global Ratings UK Limited and Moody’s Investors Service Ltd is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”).

An obligation rated “BBB” by S&P exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor’s capacity to meet its financial commitments on the obligation. The plus (+) sign shows the relative standing within the rating category. (Source: <https://www.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>)

Obligations rated “Baa” by Moody’s are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier “2” indicates a mid-range ranking within that generic rating category. (Source: <https://ratings.moodys.com/rmc-documents/53954>)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Joint Bookrunners, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Bookrunners and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform

other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

4. **USE OF PROCEEDS**

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|------|-------------------------|---|
| (i) | Reasons for the offer: | As set out in the Base Prospectus under the heading “Use of Proceeds” |
| (ii) | Estimated net proceeds: | EUR 642,284,500 |

5. **YIELD**

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| Indication of yield: | 3.748 per cent. per annum |
| | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

6. **OPERATIONAL INFORMATION**

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|-------|---|---|
| (i) | ISIN: | XS3224517253 |
| (ii) | Common Code: | 322451725 |
| (iii) | Delivery | Delivery against payment |
| (iv) | FISN: | See the website of the Association of National Numbering Agencies (“ANNA”) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v) | CFI: | See the website of the Association of National Numbering Agencies (“ANNA”) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (vi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

7. **DISTRIBUTION**

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated: | |

- (a) Names of Dealers: Barclays Bank PLC
BNP PARIBAS
Citigroup Global Markets Limited
HSBC Bank plc
(together the “**Joint Bookrunners**”)
- (b) Date of subscription agreement: 11 November 2025
- (c) Stabilisation Manager(s) (if any): Barclays Bank PLC
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable
- (v) Prohibition of Sales to Belgian Consumers: Applicable