

# Notice of Annual General Meeting 2025

smiths

## **Circular to shareholders**

The one hundred and eleventh Annual General Meeting of Smiths Group plc will be held at Freshfields LLP, 100 Bishopsgate, London EC2P 2SR on Wednesday, 19 November 2025 at 11.00am.

For those shareholders unable to attend the Annual General Meeting, the meeting will be webcast and may be viewed by registering on our website [www.smiths.com](http://www.smiths.com).

## **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.

## Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting (the 'AGM') of Smiths Group plc (the 'Company') will be held at Freshfields LLP, 100 Bishopsgate, London EC2P 2SR on Wednesday, 19 November 2025 at 11.00am to consider and, if thought fit, pass the resolutions below.

We encourage shareholders who are unable to attend the meeting in person to engage with the Board via the Question & Answer ('Q&A') process. Should you wish to ask questions in advance of the meeting, you may do so by emailing [secretary@smiths.com](mailto:secretary@smiths.com). Questions must be submitted before 6.00pm on Wednesday, 12 November 2025. For more information see Note 2 on page 9 of this Notice of Meeting.

## The resolutions

Resolutions 1 to 15 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 16 to 19 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.

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

An explanation of why each resolution is proposed is set out in the notes after each resolution.

## Ordinary resolutions

### Reports and accounts, final dividend and Directors' remuneration

1. To receive the reports of the Directors and the auditors and the audited accounts for the financial year ended 31 July 2025.

The Directors must present the reports of the Directors and the accounts of the Company for the year ended 31 July 2025 to shareholders at the AGM. The FY2025 Annual Report contains the reports of the Directors (including the Strategic report), the accounts and the auditors' report on the accounts, and the audited sections of the Directors' Remuneration Report.

2. To declare a final dividend of 31.77 pence per ordinary share recommended by the Directors for the financial year ended 31 July 2025, to be payable on 21 November 2025 to shareholders on the register of members at 6.00pm on 17 October 2025.

In accordance with the Company's Articles of Association, a final dividend can only be paid after shareholders have approved it at a general meeting. The Company stopped issuing dividend cheques in 2019. For shareholders to have dividends paid directly to their bank or building society account they should contact the Company's Registrar, Equiniti, for a copy of the Bank Mandate Form. For more information, please visit [shareview.co.uk/info/directpayments](http://shareview.co.uk/info/directpayments).

3. To approve the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 July 2025.

Under Section 420 of the Companies Act 2006 (the 'Act'), the Directors must prepare the Directors' Remuneration Report. The report includes a statement by the Chair of the Remuneration & People Committee. Under Section 439 of the Act, a resolution for the approval of the report must be put to shareholders, although the vote outcome is advisory only.

### Election and re-election of Directors

4. To elect Julian Fagge as a Director.
5. To elect Simon Pryce as a Director.
6. To re-elect Roland Carter as a Director.
7. To re-elect Pam Cheng as a Director.
8. To re-elect Alister Cowan as a Director.
9. To re-elect Dame Ann Dowling as a Director.
10. To re-elect Richard Howes as a Director.
11. To re-elect Steve Williams as a Director.

As Julian Fagge and Simon Pryce have been appointed to the Board since the last AGM, they will retire and stand for election at the AGM. This is in line with the Company's Articles of Association. Mark Seligman, Noel Tata and Karin Hoeing are retiring from the Board at the conclusion of the AGM and will not be seeking re-election. All other Directors will stand for re-election. 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. The Senior Independent Director confirms the same for the Chairman.

The Nomination & Governance Committee Report on page 74 of the FY2025 Annual Report provides further information in support of the Director re-elections. Detailed biographies of the Directors and information about Board diversity can be found on pages 7 and 8 of this Notice of Meeting. Their biographies are also available on page 65 of the FY2025 Annual Report and on the Company's website, [www.smiths.com](http://www.smiths.com).

**Re-appointment and remuneration of KPMG LLP as auditor**

12. To reappoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
13. To authorise the Audit & Risk Committee, acting for and on behalf of the Board, to determine the remuneration of the auditor.

The Board, on the advice of the Audit & Risk Committee (summarised in the Audit & Risk Committee report on page 83 of the FY2025 Annual Report), recommends the reappointment of KPMG LLP as auditor, to hold office until the next annual general meeting.

Resolution 13 authorises the Audit & Risk Committee, acting for and on behalf of the Board, to determine the remuneration of KPMG LLP for their services as auditor.

**Political donations**

14. That, in accordance with the Sections 366 and 367 of the Act, the Company and any company which is a subsidiary of the Company at the time this resolution is passed or becomes a subsidiary of the Company at any time during the period for which this resolution has effect are hereby authorised to:
  - a) make donations to political parties and/or independent election candidates;
  - b) make donations to political organisations other than political parties; and
  - c) incur political expenditure.

The amount authorised under each of paragraph (a) to (c) above shall be limited individually and in aggregate to £50,000. 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 2027. All existing authorisations and approvals relating to political donations or expenditure 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.

It is Company policy not to make political donations or to incur political expenditure. However, 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, which 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 political party. Therefore, the Company may inadvertently make a political donation or incur political expenditure. No political donations were made during FY2025 under the authority granted by shareholders at the 2024 Annual General Meeting.

The Act requires companies to obtain shareholders' authority for donations to political parties, other political organisations or an independent election candidate in the UK which total more than £5,000 in any twelve month period. Authority is also required for any political expenditure in the UK, subject to limited exceptions.

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' is a reference to each UK subsidiary of the Company) to make political donations and to incur political expenditure in the UK up to a maximum aggregate amount of £50,000. If approved, this authority will expire at the end of the Annual General Meeting in 2026 or close of business on 31 January 2027, whichever comes first.

**Authority to allot shares**

15. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £40,816,787, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2027 but, in each case, so that the Company may, before such expiry, 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 expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

This resolution aims to renew the Directors' authority to allot new shares, or grant rights to subscribe for or convert other securities into shares in the Company, up to a nominal value of £40,816,787. This is approximately one third of the Company's issued ordinary share capital as of 1 October 2025. As of that date, the Company did not hold any treasury shares. If approved, this authority will expire at the end of the Annual General Meeting in 2026 or close of business on 31 January 2027, whichever comes first, unless renewed, changed, or revoked at an earlier date. The Directors currently have no plans to use this authority but want to maintain flexibility in managing the Company's capital.

## Special resolutions

### Disapplication of pre-emption rights

16. That, if Resolution 15 above is passed, the Directors be authorised in accordance with Section 570 and Section 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by that resolution 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 limited:

- a) to allotments in connection with rights issues and other pre-emptive issues 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;
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above and paragraph (c) below) up to a nominal amount of £12,245,036; and
- c) when any allotment of equity securities is or has been made pursuant to paragraph (b) (a 'paragraph (b) allotment'), the allotment of additional equity securities or sale of additional treasury shares up to a nominal amount equal to 20% of the nominal amount of that paragraph (b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of making a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting,

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 January 2027, but, in each case, so the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution and Resolution 17:

- a) 'rights issue' means an offer to:
  - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. 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;

- b) 'other 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;
- c) references to an allotment of equity securities shall include a sale of treasury shares which is an allotment of equity securities by virtue of Section 560(3) of the Act, as if in the first paragraph of this Resolution the words "if Resolution 15 above is passed" were omitted (and with respect to Resolution 17, as if the words "subject to the passing of Resolution 15" were omitted); 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.

17. That, subject to the passing of Resolution 15, the Directors be authorised in accordance with Section 570 and Section 573 of the Act, in addition to any authority granted under Resolution 16, to allot equity securities (as defined in the Act) and/or sell ordinary shares held by the Company as treasury shares for cash, pursuant to the authority given by Resolution 15, as if Section 561 of the Act did not apply to any such allotment or sale, provided such authority shall be limited to:

- a) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (b)) up to an aggregate nominal amount of £12,245,036, provided that the allotment is for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified 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 of Meeting; and
- b) when any allotment of equity securities or sale of treasury shares is or has been made pursuant to paragraph (a) (a 'paragraph (a) allotment'), the allotment of additional equity securities or sale of additional treasury shares up to an aggregate amount equal to 20% of the aggregate amount of that paragraph (a) allotment, provided that any allotment pursuant to this paragraph (b) is for the purposes of making a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting,

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 January 2027, but, in each case, so the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

If the Directors wish to allot new shares or sell treasury shares for cash (when not related to an employee share scheme), company law requires these shares to be offered to existing shareholders first, in proportion to their current holdings. These are 'pre-emption rights'. The Directors believe it's important to have the flexibility to respond to market opportunities without needing to make a pre-emptive offer to existing shareholders. To endorse this, shareholders are required to waive their pre-emption rights (being the purpose of Resolutions 16 and 17). In each case, if approved, the shares issued will not be offered to existing shareholders in proportion to their current holdings.

Resolution 16 authorises the Directors to allot new shares under the authority granted by Resolution 15 or to sell treasury shares for cash without offering them to existing shareholders first in proportion to their current holdings:

- a) in connection with a rights issue or other pre-emptive issue, allowing for necessary exclusions or arrangements to resolve legal or practical problems, for example, in relation to overseas shareholders;
- b) up to a nominal value of £12,245,036, which is approximately 10% of the Company's total issued ordinary share capital as of 1 October 2025; and
- c) for a follow-on offer, when shares have been allotted under paragraph (b), up to an aggregate nominal amount equal to 20% of the nominal value of shares issued under paragraph (b).

Resolution 17 further authorises the Directors to allot new shares or sell treasury shares for cash, without offering them to existing shareholders first in proportion to their existing holdings:

- a) up to a nominal amount of £12,245,036, which is approximately a further 10% of the Company's issued ordinary share capital as of 1 October 2025. This authority can only be used for financing (or refinancing, if the waiver is used within twelve months of the original transaction) an acquisition or specified capital investment.
- b) for a follow-on offer when shares have been allotted under paragraph (a), up to an aggregate nominal amount equal to 20% of the nominal value of those shares.

These resolutions comply with The Investment Association's 2023 Share Capital Management Guidelines and the Pre-Emption Group's 2022 Statement of Principles. The Directors intend to follow the shareholder protections contained in Section 2B and the expected features of a follow-on offer in paragraph 3 of Section 2B of the Pre-Emption Group's 2022 Statement of Principles.

If passed, the authorities and waivers will expire at the end of the Annual General Meeting in 2026 or close of business on 31 January 2027, whichever comes first, unless previously renewed, varied or revoked at an earlier date.

As of 1 October 2025, the Company did not hold any treasury shares. If in future the Company holds treasury shares, their sale or use will be treated as equivalent to issuing new shares under these resolutions.

### Purchase of own shares

18. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of its own shares on such terms and in such manner as the Directors may determine provided that:

- a) the maximum number of ordinary shares which may be purchased is 32,653,430;
- b) the minimum price (exclusive of expenses) 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 of the Company 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 on the trading venue where the purchase is carried out;
- d) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 31 January 2027; 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.



Resolution 18 requests authority for the Company to purchase its own ordinary shares, up to a maximum of 32,653,430 ordinary shares, which is approximately 10% of the number of ordinary shares in issue at 1 October 2025. If approved, this authority will expire at the end of the Annual General Meeting in 2026 or close of business on 31 January 2027, whichever comes first, unless renewed, changed, or revoked at an earlier date. The Company is subject to the stated upper and lower limits on the price payable, as required by the Financial Conduct Authority's UK Listing Rules.

The Company operated a share buyback programme in FY2025, which was increased to £500m during the year. As at 31 July 2025, the Company had completed £349m of purchases under the programme. As of 1 October 2025, 18,029,485 shares had been purchased under the authority granted by shareholders at the 2024 AGM and all shares bought back were cancelled. None were held as treasury shares. Please see page 172 of the FY2025 Annual Report for more information about the share buyback programme.

This authority is sought to ensure the Directors maintain maximum flexibility in response to capital management. In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other organic and inorganic investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase ordinary shares where they consider that this would be in the best interests of shareholders generally and will result in an increase in earnings per share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under the Company's employee share schemes. The Company's current intention is to cancel any repurchased shares but it retains the flexibility to hold any repurchased shares as treasury shares, if it considers this to be in the best interests of the Company. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

As at 1 October 2025, there were 5,293,737 outstanding options and awards, granted under all employee share schemes operated by the Company. If vested, these options and awards would represent 1.62% of the issued ordinary share capital of the Company at that date. If the authorities to purchase the Company's own shares were exercised in full, that percentage would increase to 1.77%. Regarding the authorities sought under Resolutions 15 to 18, the Directors' intention would be to exercise the authorities given to them by the resolutions in accordance with The Investment Association's 2023 Share Capital Management Guidelines.

## Notice of General Meetings

19. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Under the Act, the Company may call a general meeting, other than an Annual General Meeting, by giving 14 clear days' notice to shareholders. Under the Companies (Shareholders' Rights) Regulations 2009, the Company must obtain shareholder approval to hold a general meeting on less than 21 clear days notice, which is being requested in this resolution. The shorter 14 clear days' notice period would not be used routinely but only when the flexibility was justified, and if it was in the best interests of all shareholders. If passed, this resolution would maintain the current position as agreed by shareholders at the 2024 Annual General Meeting. Notwithstanding this authority, Annual General Meeting's still require at least 21 clear days' notice. If granted, this authority will be effective until the conclusion of the Company's next Annual General Meeting.

By order of the Board

**Matthew Whyte**  
Company Secretary

9 October 2025

Registered office:  
Level 10, 255 Blackfriars Road, London SE1 9AX  
Registered in England and Wales no. 00137013

# BOARD BIOGRAPHIES

## Resolutions 4 to 11 – Election and Re-election of Directors

### For election

#### Julian Fagge Chief Financial Officer

**Appointed:** 1 February 2025. Julian will be standing for election by shareholders at the 2025 AGM.

**Skills and experience:** Julian is a highly experienced leader, with a strong focus on value accretion and growth. His skills in strategy development, M&A and finance were strengthened in his roles as Group Financial Controller and Group Strategy and M&A Director at Smiths.

**Career experience:** Prior to becoming Chief Financial Officer, Julian was President of Smiths Interconnect. He joined Smiths as Group Financial Controller in July 2013 and was appointed as Group Strategy and M&A Director in October 2017 and CEO of Flex-Tek in 2019. Before joining Smiths, Julian was the Finance Director for UK and Ireland at Royal Caribbean Cruises for two years. Prior to that, he spent 12 years at Procter & Gamble in Geneva, Switzerland.

**Qualifications:** Julian has an MA from the University of Edinburgh and is a Chartered Accountant qualified with The Institute of Chartered Accountants of Scotland.

**Other significant appointments:** Non-executive Director at NASCIT plc.

#### Simon Pryce Non-executive Director

**Appointed:** 1 February 2025. Simon will be standing for election by shareholders at the 2025 AGM.



**Skills and experience:** Simon is a highly experienced business leader of customer focused, global, industrial manufacturing and service businesses, with a strong track record of value creation. He has held several Chief Executive Officer positions at listed companies with direct experience of Smiths Group's key end markets, customers and supply chains.

**Career experience:** Simon is the Chief Executive of RS Group plc, a FTSE listed, global omni-channel provider of product and service solutions. He was appointed into the role in 2023. Prior to that he was Chief Executive of Ultra Electronics Holdings plc between 2018 and 2022 and Chief Executive of BBA Aviation plc between 2007 and 2018. He was a non-executive Director of RS Group from 2016 and Remuneration Committee Chairman from 2020 until his appointment as CEO.

**Qualifications:** Simon has a BSc from Reading University and is a Member of The Institute of Chartered Accountants in England and Wales.

### For re-election

#### Roland Carter Chief Executive Officer

**Appointed:** 26 March 2024

**Skills and experience:** Roland has a strong track record of innovation, sustainability and delivering results, with deep operational and strategic experience developed over 30 years at Smiths. He has extensive international experience, having worked in France, Germany, the US and China.

**Career experience:** Prior to Roland's appointment as Chief Executive Officer, he had been with Smiths Group for more than three decades, holding numerous leadership roles within the business. Before being appointed Chief Executive Officer, Roland was President of Smiths Detection, President of Asia Pacific for Smiths Group and President of Smiths Interconnect.

**Qualifications:** Roland is a Chartered Engineer, holding both a Bachelor's degree in Mechanical Engineering and a Master's degree in Electronics.

#### Pam Cheng Non-executive Director

**Appointed:** 1 March 2020



**Skills and experience:** Pam's expertise in R&D, manufacturing, sales, marketing, commercial operations, supply chain management, and technology enhance the Board's discussions about embedding world-class operations.

**Career experience:** Pam is Executive Vice President, Global Operations, IT & Chief Sustainability Officer at AstraZeneca plc, a multinational pharmaceutical and biopharmaceutical company. Prior to joining AstraZeneca in 2015, Pam was the Head of Global Supply Chain Management & Logistics for Merck. Pam also held the role of President of MSD China. Pam previously held various engineering and project management positions at Universal Oil Products, Union Carbide Corporation and GAF Chemicals.

**Qualifications:** Pam holds Bachelor's and Master's degrees in Chemical Engineering from Stevens Institute of Technology, New Jersey and an MBA in Marketing from Pace University, New York.

#### Alister Cowan Non-executive Director

**Appointed:** 1 July 2024. Alister will be appointed as the Chair of the Remuneration & People Committee at the conclusion of the 2025 AGM.



**Skills and experience:** Alister has extensive experience at complex global public companies and brings deep and wide-ranging knowledge of key end markets for Smiths, notably in the energy and chemical sectors.

**Career experience:** Alister was Chief Financial Officer of Suncor Energy Inc., the US and Canadian listed integrated energy company, from 2014 to 2023. Prior to joining Suncor, Alister served as Chief Financial Officer of Husky Energy Inc. from 2008 to 2014. Before joining Husky Energy, he held various positions with companies throughout Europe, New Zealand and Canada.

**Qualifications:** Alister has a Bachelor's degree in Accounting and Finance from the Heriot-Watt University and is a Member of The Institute of Chartered Accountants of Scotland.

**Other significant appointments:** Lead Independent Director and Chair of the Audit, Risk and Finance Committee at The Chemours Co. Non-executive Director and member of the HR & Compensation Committee and Audit Committee at Pembina Pipeline Corporation.

### Key

(N) Nomination & Governance Committee

(S) Separation Oversight Committee

(I) Innovation, Sustainability & Excellence Committee

(R) Remuneration & People Committee

(A) Audit & Risk Committee

● Committee Chair

All Non-executive Directors are independent and, in the Chairman's case, independent on appointment. The Innovation, Sustainability & Excellence Committee will be retired at the conclusion of the AGM.

**Dame Ann Dowling**  
**Non-executive Director**

**Appointed:** 19 September 2018. Dame Ann will be appointed as the Senior Independent Director at the conclusion of the 2025 AGM.



**Skills and experience:** Dame Ann is internationally recognised for her contribution to engineering research. Her expertise in engineering, innovation, and sustainability provides a unique perspective to Board discussions.

**Career experience:** Dame Ann has had a distinguished academic career and is currently an Emeritus Professor of Mechanical Engineering at the University of Cambridge. Dame Ann was Deputy Vice Chancellor at the University of Cambridge from 2015 to 2025, and served as Head of Engineering for five years until 2014. Additionally, Dame Ann was the President and Chairman of Trustees of The Royal Academy of Engineering from 2014 to 2019. She also served as Non-executive Director of BP plc from 2012 to 2021, where she was a member of the Safety and Sustainability Committee.

**Qualifications:** Dame Ann has a degree in Mathematics and a PhD in Engineering from the University of Cambridge.

**Richard Howes**  
**Non-executive Director**

**Appointed:** 1 September 2022



**Skills and experience:** Richard brings significant, current expertise in M&A activity to the Board. His broad experience in senior financial roles across various sectors within large, listed companies provides valuable insight to Board discussions.

**Career experience:** Richard currently serves as Chief Financial Officer of Bunzl plc, the specialist international distribution and services Group. Richard qualified as a Chartered Accountant with Ernst & Young before moving to the investment bank Dresdner Kleinwort Benson. Prior to joining Bunzl in 2019, Richard held CFO positions at various multinational businesses including Inchcape plc, Coats Group plc and Bakkavor plc.

**Qualifications:** Richard holds a BSc in Geography from Loughborough University and is a Fellow of The Institute of Chartered Accountants in England and Wales.

**Steve Williams**  
**Chairman**

**Appointed:** 1 September 2023



**Skills and experience:** Steve has over four decades of international experience, most recently as Chairman and CEO of global businesses. Steve has a proven history of driving growth and transformation, creating value for shareholders, customers, employees, and communities in both executive and non-executive roles.

**Career experience:** Steve was previously Chairman at Alcoa Corporation and a non-executive director at TC Energy Corporation. He served as an advisory Board member of Canada's Ecofiscal Commission and a Board member of the business council of Canada until 2019. Steve served as Chief Executive Officer of Suncor Energy Inc., the US and Canadian listed integrated energy company, from 2012 to 2019 and as President from 2011 to 2018. Steve spent the first 18 years of his career at ExxonMobil in the UK, in a variety of commercial, operational, and technical roles.

**Qualifications:** Steve has a BSc in Engineering and is a graduate of the business economics program at Oxford University and the advanced management program at Harvard Business School.

**Other significant appointments:** Chairman of Enbridge Inc.

**Board diversity**

Following the retirement of Clare Scherrer in January 2025 and the appointment of two male Directors during the year, the Board no longer meets its own gender diversity target or the UK Listing Rule requirement that at least 40% of the Board be women. As at 31 July 2025, women represented 27% of the Board. This will reduce to 25% following the 2025 AGM, reflecting the planned retirements of Mark Seligman, Noel Tata and Karin Hoeing, at which point the Board will comprise eight members, two of whom will be female. The Board recognises the importance of diversity in all its forms, including gender, and remains mindful of both regulatory expectations and those of our shareholders.

The Nomination & Governance Committee intends to conduct a Non-executive Director appointment process during FY2026. In doing so, the Committee will consider diversity in its broadest sense, including gender, ethnicity, age, disability, sexual orientation, socio-economic background, and cognitive and personal strengths and skills. Appointments are made on merit, following a formal, rigorous and transparent process, and with due regard to the balance of skills, experience and independence required to support the Group's strategy.

**Key**

- Nomination & Governance Committee

Separation Oversight Committee

Innovation, Sustainability & Excellence Committee
- Remuneration & People Committee

Audit & Risk Committee

Committee Chair

All Non-executive Directors are independent and, in the Chairman's case, independent on appointment. The Innovation, Sustainability & Excellence Committee will be retired at the conclusion of the AGM.



## General notes

1. The statutory Report and Accounts for the Company for its financial year of 2025 are called the FY2025 Annual Report. The Directors' Remuneration Report for 2025, is contained in the FY2025 Annual Report. Resolutions 1 and 3 relate to the approval of (a) the statutory Report and Accounts for 2025; and (b) the Director's Remuneration Report for 2025. Shareholders who have not elected to receive the FY2025 Annual Report in printed form may obtain copies by writing to the Secretary, Smiths Group plc, Level 10, 255 Blackfriars Road, London SE1 9AX, by downloading them from the Company's website [www.smiths.com](http://www.smiths.com) or by sending an email to [secretary@smiths.com](mailto:secretary@smiths.com).
2. Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the AGM relating to the business of the meeting. The Company may cause to answer 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.

Shareholders will be able to submit questions to the AGM in advance by emailing [secretary@smiths.com](mailto:secretary@smiths.com) by 6.00pm on Wednesday, 12 November 2025. Shareholders who submit questions in advance of the AGM should include their full name and Shareholder Reference Number in their email. The responses to the pre-submitted questions will be answered at the AGM. Please note that where several similar questions have been asked these will be grouped accordingly. Those shareholders who have asked questions in advance of the AGM and are unable to attend in person are invited to watch the AGM webcast for the Company's response. The webcast will be broadcast at 11.00am on the day of the AGM and will be available on the Company's website at [www.smiths.com](http://www.smiths.com) following the meeting.

3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM on their behalf. 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 their discretion as to whether and, if so, how they vote.

It is possible for you to appoint a proxy and to submit your proxy votes online by going to Equiniti's Shareview website, [www.shareview.co.uk](http://www.shareview.co.uk), and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

All advance proxy appointments and voting instructions should be submitted by no later than 11.00am on 17 November 2025 (or, in the event of an adjournment, not later than 48 hours before the time of the adjourned meeting).

If you return paper and electronic instructions, those received last by the Registrar before 11.00am on 17 November 2025 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged. Any shareholders wishing to vote on the day of the AGM will need to attend the AGM in person or by proxy. 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 of Meeting. 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 +44 (0)371 384 2943.

4. 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 (together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof) 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 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.shareview.co.uk](http://www.shareview.co.uk), the on-screen instructions will give details on how to complete the appointment and voting process.
5. 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 attending the AGM and voting in person at the AGM if they wish to do so.
6. Any person to whom this Notice of Meeting 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 them and the shareholder by whom they were nominated, have a right to be appointed (or to 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, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 3 above does not apply to Nominated Persons. The rights described in that paragraph 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.

8. 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 6.30pm on 17 November 2025 (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.
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 (available via [www.euroclear.com](http://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.
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 (available via [www.euroclear.com](http://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 Company's agent (CREST Participant ID: RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting (being 11.00am on 17 November 2025). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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 their 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, as amended.
13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00 am on 17 November 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
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:
  - a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
  - b) in other cases, the power is treated as not exercised.
15. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
16. As at 1 October 2025 (being the latest practicable date prior to the publication of this Notice of Meeting) the Company's issued share capital consisted of 326,534,303 ordinary shares carrying one vote each. The Company does not hold any ordinary shares in treasury. The total voting rights in the Company as at 1 October 2025 was 326,534,303.
17. 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 the Company's registered office: Level 10, 255 Blackfriars Road, London SE1 9AX at an agreed time during normal business hours up to and including the date of the AGM. Please email [secretary@smiths.com](mailto:secretary@smiths.com) to arrange an inspection. In addition, a copy of the Company's Articles of Association is available on our website.

18. 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 AGM will be announced through a Regulatory Information Service announcement and will appear on our website, [www.smiths.com](http://www.smiths.com), shortly thereafter.
19. Subject to the final dividend being approved at the AGM, it will be payable on 21 November 2025 to the shareholders on the register of members at 6.00pm on 17 October 2025.
20. Shareholders should note that, on a valid 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:
  - a) 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 2025; or
  - b) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 July 2025 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.

21. A copy of this Notice of Meeting and other information required by Section 311A of the Act can be found at [www.smiths.com](http://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.
23. If shareholders are unable to attend the AGM they will be able to watch the meeting via a webcast which will be broadcast at 11.00am on the day of the AGM. The webcast can be viewed at [www.smiths.com](http://www.smiths.com). The webcast is not interactive and it will not be possible to vote or ask questions remotely. The meeting, including any questions from shareholders as part of the Q&A session, as well as background shots of those present at the meeting, will be recorded. Registering to watch the AGM via the webcast will not invalidate any completed proxy form, proxy appointment via the Proximity platform, other such instrument or any CREST Proxy Instruction (as described in paragraph 10 above).

## **If you are unable to attend the AGM, you can still ask a question**

We encourage shareholders who are unable to attend the meeting in person to engage with the Board via the Q&A process.

Should you wish to ask a question in advance of the meeting, you may do so by emailing [secretary@smiths.com](mailto:secretary@smiths.com). Questions must be submitted before 6.00pm on Wednesday, 12 November 2025. For more information see Note 2.

You may watch the AGM webcast to view the response to your question by following the instructions on our website at [www.smiths.com](http://www.smiths.com).

## **Be a greener shareholder**

If you receive shareholder communications by post, you can elect to receive your voting instructions via email and can vote electronically. To sign up for this service please scan the QR Code below.

