

Notice of General Meeting

smiths

Circular to shareholders

This General Meeting of Smiths Group plc will be a virtual meeting, held on Thursday, 23 July 2026 at 2.00pm.

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.

Chairman's Letter

Dear Shareholder,

Smiths Group plc ('Smiths' or the 'Company') will be holding a General Meeting (the 'General Meeting') on Thursday, 23 July 2026 at 2pm. This will be a virtual meeting, accessed via the Lumi electronic meeting platform at <https://meetings.lumiconnect.com/100-416-602-398>. The official business of the General Meeting is set out on page 3 of this notice of General Meeting (the 'Notice'). Further information on joining the General Meeting is also set out in this Notice.

Share Buyback Authority

Following the completion of the sale of Smiths Detection to funds advised by CVC Capital Partners on 30 June 2026 and as previously announced, we intend to return £1.5 billion of the Smiths Detection cash proceeds to shareholders. Following consultation with shareholders, the directors of the Company (the 'Board' or 'Directors') have decided to return this via an on-market share buyback programme to run from completion of the ongoing current £1 billion programme announced on 19 November 2025.

At our last Annual General Meeting ('AGM'), held on 19 November 2025, shareholders authorised the Company to make market purchases of up to 32,653,430 of its ordinary shares, representing approximately 10% of the ordinary shares in issue as at 1 October 2025 (the 'AGM Buyback Authority'). Since then up to 26 June 2026, the Company has purchased 24,562,861 shares under its buyback programme and it is expected that the remaining capacity of the AGM Buyback Authority will be fully utilised before the Company's next AGM in November 2026 (the '2026 AGM').

The Directors are therefore seeking renewed authority to make market purchases of up to 45,040,669 ordinary shares, being approximately 14.99% of the Company's issued share capital as at 26 June 2026. This will provide the Board with sufficient headroom to continue the £1 billion buyback programme and start the £1.5 billion buyback programme prior to the 2026 AGM, in line with the Company's capital allocation framework. The £1.5 billion programme is expected to run through calendar year 2027.

The Directors will exercise this authority only when, in light of prevailing market conditions, they consider such purchases would be in the best interests of the Company and shareholders generally.

Arrangements and voting

We have chosen a virtual format for the General Meeting in line with the Company's Articles of Association. This approach allows us to maximise engagement with all our shareholders, by providing convenient access to participate in the proceedings.

Your vote is important, so I strongly encourage you to submit a proxy vote in advance of the General Meeting and appoint the Chair of the General Meeting as your proxy, even if you intend to join the General Meeting virtually. Details on how to vote and appoint a proxy are set out in this Notice.

We encourage shareholders to submit questions in advance of the General Meeting by emailing secretary@smiths.com. The deadline for pre-submitted questions is 6pm on 20 July 2026. We also welcome live questions on the day of the General Meeting via the Lumi platform.

Recommendation

The Directors consider that the resolution to be proposed at the General Meeting is in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of the resolution, as they intend to do so in respect of their own beneficial shareholdings.

Yours faithfully,

Steve Williams
Chairman
1 July 2026

Notice of Annual General Meeting

Notice is hereby given that a General Meeting (the 'General Meeting') of Smiths Group plc (the 'Company') will be held on 23 July 2026 at 2pm to consider and, if thought fit, pass the resolution below (the 'Resolution'). The General Meeting will be held virtually and accessed via the Lumi platform at <https://meetings.lumiconnect.com/100-416-602-398>.

The Resolution

The Resolution is proposed as a special resolution. This means that for it to be passed at least three-quarters of the votes cast must be in favour of the resolution.

Purchase of own shares

1. 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 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 45,040,669;
 - 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; 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.

Explanation of the resolution

The Resolution requests authority for the Company to purchase its own ordinary shares, up to a maximum of 45,040,669 ordinary shares, which is approximately 14.99% of the number of ordinary shares in issue as at 26 June 2026. If approved, this authority will expire at the end of the Annual General Meeting in 2026, 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. Renewal of this authority is expected to be sought at the Annual General Meeting in November 2026.

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 26 June 2026, there were 4,583,912 outstanding options and awards granted under all employee share schemes operated by the Company. If vested, these options and awards would represent 1.53% of the issued ordinary share capital of the Company at that date. If the authority to purchase the Company's own shares was exercised in full and the acquired shares were cancelled, that percentage would increase to 1.76%.

By order of the Board

James Down

Company Secretary
1 July 2026

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

How to join the General Meeting

1. Shareholders are invited to join the General Meeting online via the Lumi platform. Outlined below is a step-by-step guide on how to join, submit questions and vote.
2. The General Meeting has been called in accordance with the Company's Articles of Association. Please note that the inability of one or more shareholders, proxies or corporate representatives to access, or continue to access, the Lumi platform, despite adequate facilities being made available by the Company, will not affect the validity of the General Meeting or any business conducted at the General Meeting.

Steps to access the General Meeting

3. Prior to accessing the Lumi platform on your smartphone, tablet or personal computer, please ensure that your device is unmuted and the volume is turned up so that you can hear the full proceedings.

Step 1: Visit <https://meetings.lumiconnect.com/100-416-602-398>

4. Access to the General Meeting will be available from 1.30pm on 23 July 2026. If you experience any difficulties, please contact hybrid.help@equiniti.com.
5. On accessing the Lumi platform, you will be asked if you are a shareholder or a guest. For shareholders, select the 'I am a shareholder' option. For guests, select the 'I am a guest' option and enter the requested information.

Step 2: Enter your Shareholder Reference Number (SRN) and Personal Identification Number (PIN)

6. For ordinary shareholders, your SRN is the unique 11-digit number for your shareholding. The PIN is the first two and the last two digits of your SRN. Your SRN can be found on your proxy card, share certificate, via Shareview or by contacting the Company's Registrar, Equiniti. Note: each SRN and PIN can only be used to log in on one device at a time.

Step 3: Access the General Meeting home screen

7. Once you have successfully entered your credentials and logged in, you will be greeted by the home page. The live broadcast of the proceedings will be available on the right-hand side of your device.

Step 4: Participate in the General Meeting

8. The Lumi platform has tabs to allow you to participate in the General Meeting. You can ask a question, written or orally, via the 'Messaging' tab or submit your vote via the 'Voting' tab.

How to use the Lumi platform

Information

9. The Lumi platform has a 'Home' tab, which hosts instructions on how to navigate the platform. There is also a user guide accessible under the 'Documents' tab.

Resolution

10. When the Chair declares the poll open, the Resolution and voting choices will appear. Full details of the Resolution are included within this Notice of General Meeting, which is also available under the 'Documents' tab.

View

11. If viewing on a desktop device, you may need to play within the broadcast window. If viewing on a mobile device, the window is minimised – press the broadcast button to open the window.
12. Ensure that your device is unmuted and that the volume is turned up.
13. You can also enlarge the broadcast to full-screen.

Vote

14. Once the Chair declares the poll open, the voting tab will appear in the navigation bar and the Resolution and voting options will appear on screen. To vote, simply select the option that corresponds with how you wish to vote.
15. **There is no submit button.** You may change your vote as many times as you wish until the Chair declares voting closed. To withdraw your vote and have no selection recorded, press cancel.
16. The poll will remain open for 10 minutes after the General Meeting has formally closed to enable all shareholders to cast their vote (unless extended at the discretion of the Chair).

Questions

17. Questions can be submitted via the Lumi platform.
18. Written questions can be submitted by selecting the 'Messaging' icon from the navigation bar and typing your question into the 'Ask a question' box. Click the send button to submit the question. Copies of questions you have submitted can be viewed by selecting 'My Messages'.
19. If you would like to ask your question verbally, press the 'Request to speak' button at the top right of the broadcast window. Follow the on-screen instructions; once connected, you will be placed in a queue and the Chair will invite you to speak when ready.
20. **All questions should be relevant to the business of the General Meeting.** Please endeavour to keep your questions succinct to enable as many questions to be answered as possible.

Technical requirements

21. You may connect to the Lumi platform via a smartphone or tablet, but a computer or laptop may provide a more stable connection.
22. Make sure you have an active internet connection to allow you to participate fully in the General Meeting without interruption. It is the shareholder's responsibility to ensure they remain connected for the duration of the Meeting.
23. Please ensure that any speakers, headsets and microphones are tested before the General Meeting commences and the volume is on.
24. Please ensure that your device has the latest version of an internet browser such as Chrome, Edge or Safari installed and is up to date with the latest software release.

General notes

1. Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the General Meeting relating to the business of the General Meeting. The Company may cause to answer any such question relating to the business being dealt with at the General Meeting, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.

Shareholders will be able to submit questions to the General Meeting in advance by emailing secretary@smiths.com. The deadline for pre-submitted questions is 6pm on 20 July 2026. Questions can be submitted in advance even if you are unable to join the Meeting on the day. The responses to the pre-submitted questions will be answered at the General Meeting. Please note that where several similar questions have been asked, these will be grouped accordingly.

2. Members are entitled to appoint proxies to exercise all or any of their rights to attend, speak and vote at the General Meeting on their behalf. A shareholder may appoint more than one proxy in relation to the General Meeting 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, 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 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 2pm on 21 July 2026 (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 2pm on 21 July 2026 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged. Any shareholders or proxy's wishing to vote on the day of the General Meeting will need to attend the General Meeting virtually. 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 General 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.

3. 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, Highdown House, Yeoman Way, Worthing, 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, the on-screen instructions will give details on how to complete the appointment and voting process.
4. The return of a completed proxy form, other such instrument, any CREST Proxy Instruction (as described in paragraph 9 below) or the appointment of a proxy electronically will not prevent a shareholder attending the General Meeting and voting virtually at the General Meeting if they wish to do so.
5. Any person to whom this Notice of General 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 General Meeting. 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.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 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.

7. In order to be entitled to vote at the General Meeting 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 21 July 2026 (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 General Meeting.

8. 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.
9. 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 Company's agent (CREST Participant ID: RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of General Meeting (being 2.00pm on 21 July 2026). 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.
10. 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.
11. 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.
12. 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. Your proxy must be lodged by 2.00pm on 21 July 2026 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.
13. 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.
14. 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).
15. As at 26 June 2026 (being the latest practicable date prior to the publication of this Notice of General Meeting) the Company's issued share capital consisted of 300,471,442 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 26 June 2026 was 300,471,442.
16. A copy of the Company's Articles of Association is available on our website and will also be available to view under the 'Documents' tab on the Lumi platform.
17. The Resolution 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 announcement and will appear on our website, www.smiths.com, shortly thereafter.
18. Instructions on how to join the General Meeting and vote electronically can be found on pages 3 and 4 of this Notice of General Meeting.
19. A copy of this Notice of General Meeting and other information required by Section 311A of the Act can be found at www.smiths.com.
20. 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.

Registered office:
 Level 10, 255 Blackfriars Road, London SE1 9AX
 Registered in England and Wales no. 0013701