

FORM OF PROXY

VOTING ID	TASK ID	SHAREHOLDER REFERENCE NUMBER
-----------	---------	------------------------------

+ +

I/We, the undersigned, being a member/members of Smith & Nephew plc, hereby appoint the duly appointed Chairman of the meeting (see note 1) as my/our proxy, to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 14 April 2011 at 2:00 pm and at any adjournment thereof.

Name of Proxy:

Please indicate here with an 'X' if this proxy form is one of multiple instructions being given, please refer to the notes section, item 4.

RESOLUTIONS (TICK BOX, AS APPROPRIATE) ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	RESOLUTIONS (TICK BOX, AS APPROPRIATE)	FOR	AGAINST	VOTE WITHHELD
1 To adopt the report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To reappoint the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To authorise the directors to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 To renew the directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RE-ELECTION OF DIRECTORS				SPECIAL RESOLUTIONS			
4 Mr Ian E Barlow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 To renew the directors' authority for the disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Prof Geneviève B Berger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 To renew the directors' limited authority to make market purchases of the Company's own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Mr Olivier Bohuon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 To authorise general meetings to be held on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Mr John Buchanan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Mr Adrian Hennah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9 Dr Pamela J Kirby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10 Mr Brian Larcombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11 Mr Joseph C Papa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12 Mr Richard De Schutter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13 Dr Rolf W H Stomberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Date:	Signature(s) or Common Seal (see note 2)
2011	

0530-050-S

+ +



Location map



ATTENDANCE CARD

Please bring this card with you if you attend the Annual General Meeting at The Royal Society, 6-9 Carlton House Terrace, London SW1Y 5AG, on Thursday, 14 April 2011 at 2:00 pm.

NOTES ON COMPLETING THE FORM OF PROXY

1. A member may appoint a proxy of his or her choice. If any other proxy is preferred, delete the words 'the duly appointed Chairman of the Meeting' and enter the name of your proxy in the space provided. A proxy need not be a member of the Company, but should attend the meeting to represent you.
2. In the case of a corporation, the form of proxy must be either under seal or signed by a duly authorised officer or attorney. Any alteration to the form of proxy must be initialled.
3. Only members or their proxies may attend the meeting. All members and proxies present may vote on a show of hands.
4. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 384 2081 (calls to this number are charged at 8p per minute from a BT landline. Other telephony providers' costs may vary) or +44 (0) 121 415 7072 if calling from outside the UK. Lines are open Monday to Friday 8:30 am to 5:30 pm (UK time). Alternatively you may copy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. Completion and return of the form of proxy will not prevent a member from attending and voting in person at the meeting if the member so wishes.
6. Please indicate with a tick in the boxes on the form of proxy how you wish your proxy to vote on each of the resolutions. Please note that 'Vote withheld' has no legal effect and will count neither for nor against a resolution. If no indication is given, your proxy will have discretion to vote or withhold their vote as he/she thinks fit on each resolution. To be valid, the form of proxy and if appropriate, the power of attorney or other authority under which it is signed, must be received by the Company's Registrars no later than 2:00 pm on Tuesday, 12 April 2011. Please detach and post this form once you have completed it.
7. You can submit your proxy electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number overleaf.
8. Alternatively, if you are a member of CREST you may use the CREST electronic proxy appointment service (CREST ID RA19). Further details of these services are set out in the enclosed notice of annual general meeting.
9. If you would prefer to return this card in an envelope, you can do so by addressing it as follows: Smith & Nephew plc, FREEPOST SEA 10846, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL (No stamp required).

Equiniti
Aspect House
Spencer Road
Lancing
BN99 6GH

