

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, 11 April 2013, at IET London: Savoy Place, 2 Savoy Place, Westminster, London WC2R 0BL** (the meeting will commence at 2:00 pm) and at any adjournment thereof.

Name of proxy

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

RESOLUTIONS (TICK BOX, AS APPROPRIATE)	FOR	AGAINST	VOTE WITHHELD	RESOLUTIONS (TICK BOX, AS APPROPRIATE)	FOR	AGAINST	VOTE WITHHELD
ORDINARY RESOLUTIONS				ORDINARY RESOLUTIONS			
1 To receive and adopt the audited accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To re-appoint the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 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"/>	17 To renew the Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RE-ELECTION OF DIRECTORS				SPECIAL RESOLUTIONS			
4 Ian Barlow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 To renew the Directors' authority for the disapplication of the pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Olivier Bohuon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 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 The Rt Hon Baroness Bottomley of Nettlestone DL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 To authorise general meetings to be held on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Julie Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Sir John Buchanan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9 Richard De Schutter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10 Michael Friedman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11 Dr Pamela Kirby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12 Brian Larcombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13 Joseph Papa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14 Ajay Piramal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Date: 2013

Signature(s) or Common Seal (see note 2)

0530-066-S

Attendance Card
Please bring this card with you if you attend the Annual General Meeting on **Thursday, 11 April 2013, 2:00 pm** IET London: Savoy Place, 2 Savoy Place, Westminster, London WC2R 0BL.



Location map



Notes on completing the Form of Proxy

1. A member may appoint a proxy of his or her choice. If a proxy other than the Chairman 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 Form(s) of Proxy may be obtained by contacting the Registrars helpline on 0871 384 2081 (calls to this number are charged at 8p per minute (excluding VAT) plus network extras) or +44 (0) 121 415 7072 if calling from outside the UK. Lines are open 8:30 am to 5:30 pm Monday to Friday, excluding UK public holidays. 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 s/he 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, 9 April 2013. 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 available on the Notice of Annual General Meeting (www.smith-nephew.com/notice2013).
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



Business Reply Plus
Licence Number
RRHH-GTHS-HJ CX