



Form of Proxy



VOTING ID <input type="text"/>	TASK ID <input type="text"/>	SHAREHOLDER REFERENCE NUMBER <input type="text"/>
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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, 9 April 2015 at No. 11, Cavendish Square, London W1G 0AN** (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				14 To appoint the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1 To receive and adopt the audited accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To authorise the Directors to determine the remuneration of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report (excluding policy)	<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"/>
3 To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	SPECIAL RESOLUTIONS			
ELECTION AND RE-ELECTION OF DIRECTORS				17 To renew the Directors' authority for the disapplication of the pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Vinita Bali	<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"/>
5 Ian Barlow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 To authorise general meetings to be held on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Olivier Bohuon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 The Rt. Hon Baroness Virginia Bottomley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Julie Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9 Erik Engstrom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10 Michael Friedman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11 Brian Larcombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12 Joseph Papa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13 Roberto Quarta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Date:

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

0530-082-S



Attendance Card
Please bring this card with you if you attend the Annual General Meeting on **Thursday, 9 April 2015, 2:00 pm** No.11, Cavendish Square, London W1G 0AN (See map and directions)

Location map



Notice of Availability – Important, please read carefully.
You can now access the 2014 Annual Report at: www.smith-nephew.com/annualreport2014 and the 2015 AGM Notice of Meeting at: www.smith-nephew.com/AGM You can submit your proxy via the internet at www.sharevote.co.uk

Directions
Nearest underground station Oxford Circus (Bakerloo, Central and Victoria lines) Exit 4 (corner near H&M store).
Bus Routes
3, 6, 7, 8, 10, 12, 13, 15, 23, 25, 55, 73, 88, 94, 98, 113, 137, 139, 159, 176, 189, 390, 453, C2.
Parking
Cavendish Square Car Park, Harley Street Car Park, (enter from Chandos Street).
Enter by The King's Fund entrance in Dean's Mews, off Cavendish Square.

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 Registrar of the Company on 0871 384 2081 (calls to this number are charged at 8p per minute plus network extras. Lines are open 8:30 am to 5:30 pm Monday to Friday, excluding UK public holidays. Telephone +44 (0)121 415 7072 if calling from outside the UK). 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 Registrar no later than 2:00 pm on Tuesday, 7 April 2015. 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/AGM).
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 RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU (No stamp required).

Business Reply Plus
Licence Number
RRHH-GTHS-HJ CX

Equiniti
Aspect House
Spencer Road
Lancing
BN99 6GH

