

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

ADDITIONAL HOLDER 1

ADDITIONAL HOLDER 2

ADDITIONAL HOLDER 3

ADDITIONAL HOLDER 4

The Chair of Smith & Nephew plc invites you to attend the Annual General Meeting of the Company to be held at **No.11 Cavendish Square, London W1G 0AN** on 11 April 2019 at **2.00pm**.

Shareholder Reference Number

C1234567890



Please detach this portion before posting this proxy form.

12J3IF D01

Form of Proxy - Annual General Meeting to be held on 11 April 2019



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915503

SRN: C1234567890

PIN: 1234



View the Notice of Annual General Meeting and Annual Report online: www.smith-nephew.com/AGM

Register at www.investorcentre.co.uk - manage your shareholding online, the easy way!

To be effective, all proxy appointments must be lodged with the Company's registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 9 April 2019 at 2.00pm.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holders name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0) 370 703 0047 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) 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.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day, which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0) 370 703 0047 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.



All Named Holders

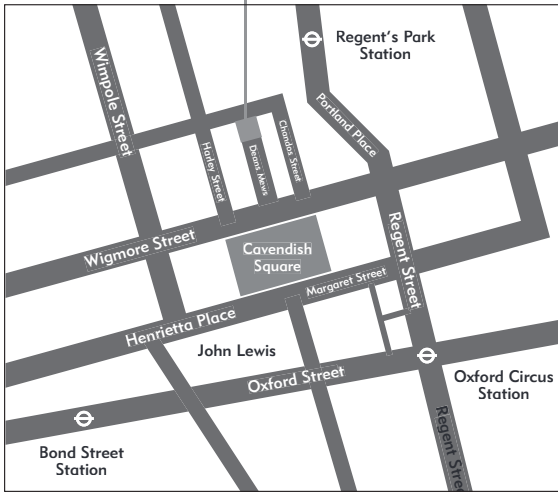
MR A SAMPLE
<Designation>

ADDITIONAL HOLDER 1

ADDITIONAL HOLDER 2

ADDITIONAL HOLDER 3

ADDITIONAL HOLDER 4



Attendance Card Please bring this card with you if you attend the Annual General Meeting on Thursday, 11 April 2019 at 2.00pm at No.11 Cavendish Square, London W1G 0AN.

AGM Location

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.

12J3IF D01

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair. Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

*



C1234567890



I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Smith & Nephew plc to be held at **No.11 Cavendish Square, London W1G 0AN** on 11 April 2019 at **2.00pm**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the audited accounts	<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"/>
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3. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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ELECTION AND RE-ELECTION OF DIRECTORS

4. Graham Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5. Vinita Bali	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6. The Rt. Hon Baroness Virginia Bottomley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7. Roland Diggelmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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8. Erik Engstrom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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9. Robin Freestone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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10. Namal Nawana	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	For	Against	Vote Withheld
11. Marc Owen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

12. Angie Risley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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13. Roberto Quarta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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14. To re-appoint the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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15. To authorise Directors' to determine the remuneration of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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16. To renew the Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL RESOLUTIONS

17. To renew the Directors' authority for the disapplication of the pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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"/>
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19. To authorise general meetings to be held on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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20. To approve the new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

