

Company Number 00324357

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF
SMITH & NEPHEW PLC (the "Company")**

At the eighty-fourth Annual General Meeting of the Company held on 14 April 2021, the following resolutions were duly passed by the requisite majority of the members of the Company in accordance with sections 282 and 283 of the Companies Act 2006 (the "Act") respectively:-

17. To renew the Directors' authority to allot shares (Ordinary Resolution)

- (a) To renew the authorisation of the Directors generally and unconditionally pursuant to section 551 of the Companies Act 2006 (the 'Act'), and as permitted by the Company's Articles of Association, to exercise all their powers to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company:
- (i) up to an aggregate nominal amount of US\$58,476,207 – in accordance with sections 551(3) and (6) of the Act. This amount represents no more than 33.33 percent (i.e. one-third) of the Company's issued share capital (excluding treasury shares) as at 12 February 2021 (the latest practicable date prior to publication of this Notice of Meeting); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) in the Company up to a nominal amount of US\$116,952,414 (such amount to be reduced by any allotments or grants made under paragraph (a)(i) above) in connection with an offer by way of a rights issue:
 - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. This amount represents no more than 66.66 percent (i.e. two-thirds) of the Company's issued share capital (excluding treasury shares) as at 12 February 2021 (the latest practicable date prior to publication of this Notice of Meeting); and

- (b) revoke all existing authorities given to the Directors pursuant to section 551 of the Act, provided that such revocation shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

The authorisations pursuant to paragraph (a) above shall expire at the conclusion of the Annual General Meeting of the Company in 2022 or at the close of business on 13 July 2022, whichever is earlier (unless the resolution is previously renewed, varied or revoked by the Company in a General Meeting). However, if the Company, before such authority expires, makes any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after this authority expires, the Directors may allot such shares and grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.

18. To renew the Directors' authority for the disapplication of the pre-emption rights (Special Resolution)

That, subject to the passing of resolution 17, and in place of all existing powers given to them (but without prejudice to the continuing power of the Directors pursuant to an offer or agreement made by the Company before the expiry of the power pursuant to which such offer or agreement was made), the Directors be and are hereby generally given power, pursuant to sections 570(1) and 573 of the Act, to allot equity securities (as defined in section 560 of the Act) in the Company for cash, either pursuant to the authority granted by resolution 17 and/or through the sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment or sale, provided such power:

- (a) shall be limited to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (a)(ii) of resolution 17, by way of a rights issue only) to:
- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) shall be limited, in the case of the authority granted under paragraph (a) (i) of resolution 17 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares for cash otherwise than pursuant to paragraph (a) above up to an aggregate

nominal amount of US\$8,771,431, which is no more than 5 percent of the issued share capital (excluding treasury shares) of the Company at 12 February 2021 (the latest practicable date prior to publication of this Notice of Meeting); and

- (c) shall apply until the conclusion of the Annual General Meeting of the Company in 2022 or at the close of business on 13 July 2022, whichever is earlier (unless the resolution is previously renewed, varied or revoked by the Company in a General Meeting). In each case, prior to its expiry the Company may make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after this power ends and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if this power had not expired.

19. To authorise the Directors' to disapply pre-emption rights for the purposes of acquisitions or other capital investments (Special Resolution)

That, subject to the passing of resolution 17, the Directors be and are hereby generally given the power, in addition to any power granted pursuant to resolution 18, to allot equity securities (as defined in section 560 of the Act) in the Company for cash under the authority given by paragraph (a)(i) of that resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided such power:

- (a) shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of US\$8,771,431, which is no more than 5 percent of the issued share capital (excluding treasury shares) of the Company at 12 February 2021 (the latest practicable date prior to publication of this Notice of Meeting); and
- (b) used only for the purposes of financing a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice of Meeting, or for the purposes of refinancing such a transaction within six months of its taking place; and
- (c) shall apply until the conclusion of the Annual General Meeting of the Company in 2022 or at the close of business on 13 July 2022, whichever is earlier (unless the resolution is previously renewed, varied or revoked by the Company in a General Meeting). In each case, prior to its expiry the Company may make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after this power expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if this power had not expired.

20. To renew the Directors' limited authority to make market purchases of the Company's own shares (Special Resolution)

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 20 US cents each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share plans, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 87,714,311 representing approximately 10 percent of the issued ordinary share capital (excluding treasury shares) of the Company as at 12 February 2021 (the latest practicable date prior to publication of this Notice of Meeting);
- (b) the minimum price that may be paid for each ordinary share is 20 US cents which amount is exclusive of expenses, if any;
- (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105 percent of the average of the middle market quotations of an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the 5 business days immediately preceding the day on which such share is contracted to be 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 venues where the purchase is carried out;
- (d) unless previously renewed, varied or revoked by the Company at a General Meeting, this authority shall expire at the conclusion of the Annual General Meeting of the Company in 2022 or at the close of business on 13 July 2022, whichever is the earlier; and
- (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

21. To authorise general meetings to be held on 14 clear days' notice (Special Resolution)

That a General Meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

22. To approve the new Articles of Association (Special Resolution)

That with effect from the conclusion of this Annual General Meeting, the Articles of Association produced to the meeting, and initialled for the purpose of identification by the Chair of the Company, be and are hereby adopted

as the Articles of Association of the Company, in substitution for, and to the exclusion of, the Company's existing Articles of Association.

Certified as a true copy.

Susan M Swabey

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Susan Swabey
Company Secretary