


Form of proxy

Please read the 2010 Notice of Annual General Meeting ('AGM') and the Annual Report 2010, which includes the Directors' Report and Directors' Remuneration Report, before completing this form. These documents are available online at www.smiths.com/ar10.

I/We, the undersigned, being a member of Smiths Group plc (the 'Company'), hereby appoint the Chairman of the Meeting* as my/our proxy to attend, speak and vote (see notes below) on my/our behalf at the AGM of the Company to be held on 16 November 2010 and at any adjournment thereof.

In relation to the Resolutions set out in the Notice convening the AGM, I/we desire the proxy to be used on the resolutions proposed at the AGM as indicated below.

Please indicate your vote by marking the 'For' or 'Against' or 'Vote withheld' boxes in black ink like this: . If you do not, your proxy will vote or withhold the vote at his/her discretion on the resolutions specified below and, unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the Meeting. If you withhold from voting on any resolution(s) your vote will not be counted in the calculation of the proportion of votes 'For' and 'Against' the resolution(s).

Resolutions	For	Against	Vote Withheld	Resolutions	For	Against	Vote Withheld
1. Adoption of Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Reappointment of PricewaterhouseCoopers LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaration of final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Authority to issue shares pursuant to Section 551 of Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Mr B.F.J. Angelici as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Mr P.A. Turner as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Authority to make market purchases of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Mr D.H. Brydon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Authority to call general meetings other than annual general meetings on not less than 14 clear days notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Mr P. Bowman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Authority to make political donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Mr D.J. Challen as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. Approval of the 2010 Value Sharing Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Mr S.J. Chambers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. Re-election of Ms A.C. Quinn as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. Re-election of Sir Kevin Tebbit as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

*If any other proxy is desired, delete 'the Chairman of the Meeting' above and insert in the box below the name of the proxy preferred. (see Note 1)

Name of Proxy

Authorised to vote

shares. Multiple proxies appointed (see Note 3)



Fold here and return in the enclosed reply paid envelope



You may submit your proxy electronically at www.sharevote.co.uk using these numbers.

- Notes:**
- Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box below the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.)
 - The proxy form gives your proxy or proxies full rights to attend, speak and vote at the AGM. If you wish to restrict the right of proxies, please cross out either or both of the words 'speak' and 'vote' in the second paragraph of the Form of Proxy, as you feel appropriate.
 - To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's UK helpline on 0871 384 2943* or the overseas helpline on +44 121 415 7047 or you may photocopy this form. Please indicate in the box 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 proxy forms must be signed and should be returned together in the same envelope.
**Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines open 8.30am to 5.30pm, Monday to Friday.*
 - The 'Vote withheld' boxes are provided to enable you to abstain from voting on any particular resolution. You should note, however, that a 'Vote withheld' is not a vote in law and will not be counted in determining the proportion of votes cast 'For' and 'Against' a resolution on a poll but will be counted in determining if a quorum is present.
 - Paper proxy forms must be received at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6UU, not later than 48 hours before the Annual General Meeting to be effective (i.e. 2.30pm on 14 November 2010). If the proxy form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form. In the case of a corporation, the appointment of a proxy must be executed either under its common seal or by a duly authorised officer or agent. In the case of joint holders any holder may sign. The vote of a more senior joint holder on the Register will be accepted to the exclusion of a junior joint holder. For this purpose, the order in which the names of the joint holders are recorded in the register of members will determine seniority.
 - Only those shareholders registered in the register of members of the company at 6pm on 14 November 2010 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their respective names at that time. Changes to entries on the register after 6pm on 14 November 2010 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
 - Information on voting electronically via the internet or through CREST is contained in the notes to the Notice of AGM.
 - Completion of a proxy card (or submission of an electronic proxy appointment) does not prevent a shareholder from attending the AGM and voting in person. In such circumstances, any appointment of a proxy would be automatically revoked.
 - Any alterations to this proxy form should be initialled.

Signature

Date

2010



0282-059-S

VOTING I.D. TASK I.D. SHAREHOLDER REFERENCE NUMBER



Detach here

Detach here

Admission card



Annual General Meeting – 16 November 2010 at 2.30pm
If you come to the Meeting, please bring this card with you. It is evidence of your right to attend, speak and vote at the Meeting and will help you gain admission as quickly as possible. Please also see overleaf.
Please retain this card until the close of the Meeting or any adjournment of the Meeting.

Notification of attendance card

For security purposes, if you intend coming to the 2010 Annual General Meeting, please detach this card and return it as soon as possible, stating the names of all shareholders to attend.

No postage stamp is necessary.
All joint shareholders may attend the Meeting.

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For security purposes please write down the names of all shareholders and others to attend.



How to get there

Smith Group plc

Annual General Meeting

at The Thomas Lord Suite,
Lord's Cricket Ground,
Grace Gate,
St John's Wood Road,
London NW8 8QN

**Tuesday, 16 November 2010
at 2.30pm**

Light refreshments only
will be served

Security

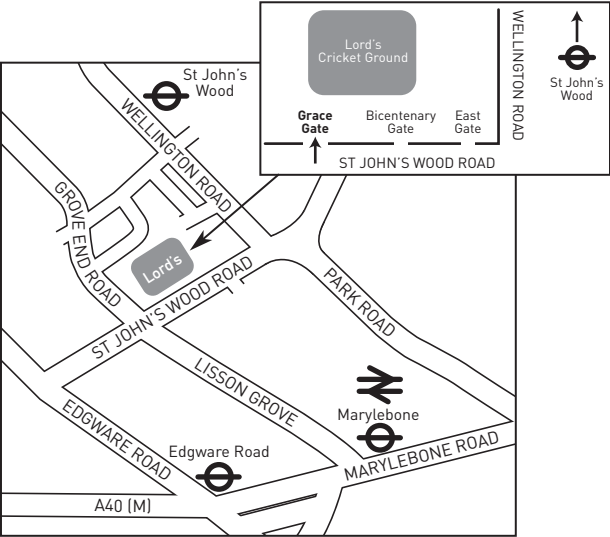
Please bring this card as well
as some form of personal
identification to the Meeting.
On entry, bag checks may be
carried out. We encourage
arrival in time to allow for
security checks.

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Entrance

Grace Gate, Lord's Cricket Ground, St John's Wood Road



Your completed and signed proxy form should be posted, in the enclosed reply paid envelope, to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6UU, so as to arrive before 2.30pm on 14 November 2010 (48 hours prior to the Annual General Meeting).

BUSINESS REPLY SERVICE
Licence No. SEA 10846



Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL