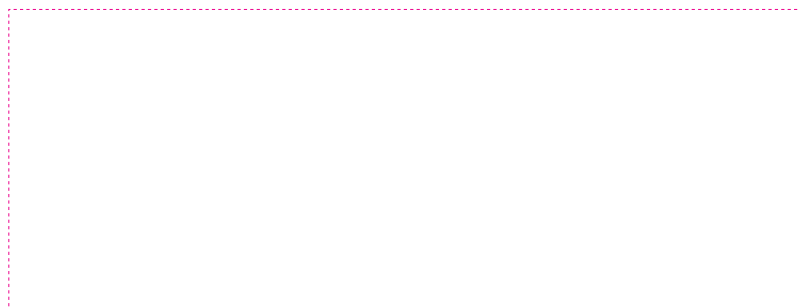


Admission card

00000000

smiths

bringing technology to life



Annual General Meeting – 20 November 2012 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.

Detach here

+	Voting ID	Task ID	Shareholder reference number	+
	00000000	00000000	00000000 0282-077-S	

You can vote electronically at www.sharevote.co.uk using the numbers above.

Alternatively, complete this proxy form and return it in the enclosed reply-paid envelope.

Proxy form

Please read the 2012 Notice of Annual General Meeting ('AGM') and the Annual Report 2012, which includes the Directors' Report and Directors' Remuneration Report, before completing this form. These documents are available online at www.smiths.com/ar12.

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 overleaf) on my/our behalf at the AGM of the Company to be held on 20 November 2012 and at any adjournment thereof.

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

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).

*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

Number of shares on which authorised to vote

Multiple proxies appointed (see Note 3)

+

Please indicate your vote by marking the 'For' or 'Against' or 'Vote withheld' boxes in black ink like this:

Resolutions

	For	Against	Vote withheld
1. Adoption of Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaration of final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Mr B.F.J. Angelici as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Mr P. Bowman as a director	<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"/>
7. Re-election of Mr D.J. Challen as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of Ms T.D. Fratto as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Ms A.C. Quinn as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Sir Kevin Tebbitt as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-election of Mr P.A. Turner as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Reappointment of PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Auditors' remuneration	<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"/>
15. Authority to disapply pre-emption rights	<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"/>
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"/>
18. Authority to make political donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

+

Explanatory notes to the proxy form

1. Every shareholder has the right to appoint some other person(s) of his or her choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on his or her 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.)
2. 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 proxy form, as you feel appropriate.
3. 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.*
4. 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.
5. Paper proxy forms must be received at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not later than 48 hours before the Annual General Meeting to be effective (i.e. 2.30pm on 18 November 2012). If the proxy form is signed by someone else on your behalf, his or her 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.
6. Only those shareholders registered in the register of members of the Company at 6.00pm on 18 November 2012 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 6.00pm on 18 November 2012 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
7. Information on voting electronically via the internet or through CREST is contained in the notes to the Notice of AGM.
8. Completion of a proxy form (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.
9. Any alterations to this proxy form should be initialled.

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 20 November 2012 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.

Entrance

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

