

Smiths Group plc

Company number 00137013

Resolutions passed at the
one hundred and first
Annual General Meeting of
SMITHS GROUP PLC
held on 17 November 2015

Ordinary resolutions (Nos 1 to 16)

- 1** To receive the reports of the directors and the auditors and the audited accounts for the financial year ended 31 July 2015.
- 2** To approve the Directors' Remuneration Policy set out on pages 95 to 102 of the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 July 2015, such Directors' Remuneration Policy to take effect from the date of its approval.
- 3** To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy referred to in Resolution 2 above) contained within the annual report and accounts for the financial year ended 31 July 2015.
- 4** To declare a final dividend of 28 pence per ordinary share for the financial year ended 31 July 2015 as recommended by the directors.
- 5** To re-elect Mr B.F.J. Angelici as a director of the Company.
- 6** To re-elect Sir George Buckley as a director of the Company.
- 7** To re-elect Ms T.D. Fratto as a director of the Company.
- 8** To re-elect Ms A.C. Quinn, CBE as a director of the Company.
- 9** To re-elect Mr W.C. Seeger as a director of the Company.
- 10** To re-elect Sir Kevin Tebbit, KCB, CMG as a director of the Company.
- 11** To elect Mr C.M. O'Shea as a director of the Company.
- 12** To elect Mr A. Reynolds Smith as a director of the Company.
- 13** To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 14** To authorise the Audit Committee of the Board of directors to determine the remuneration of the auditors.

- 15** That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of £49,380,547; and
- (ii) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £49,380,547 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the end of the next Annual General Meeting or on 31 January 2017, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to be granted to subscribe for or convert any security into shares after the authority ends.

For the purposes of this Resolution 'rights issue' means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special resolutions (Nos 16 to 18)

- 16** That, subject to the passing of Resolution 15 above, the directors be generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of Resolution 15 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 in each case:
 - (a) in connection with a pre-emptive offer; and/or
 - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £14,814,164; and
- (ii) pursuant to the authority given by paragraph (ii) of Resolution 15 above in connection with a rights issue, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment;

such power to expire (unless previously renewed, varied or revoked by the Company at a general meeting) at the end of the next Annual General Meeting or on 31 January 2017, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the directors may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

- (a) 'rights issue' has the same meaning as in Resolution 15 above;
 - (b) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the directors to holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
 - (c) references to an allotment of equity securities shall include a sale of treasury shares; and
 - (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
- 17** That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of the Companies Act 2006) of ordinary shares of 37.5p each in the capital of the Company on such terms and in such manner as the directors may determine provided that:
- (a) the maximum number of shares which may be purchased is 39,504,437;
 - (b) the minimum price which may be paid for each share is 37.5p;
 - (c) the maximum price which may be paid for an ordinary share shall not be more than the higher of: (i) an amount equal to 105 per cent of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is 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 as derived from the London Stock Exchange Trading System ('SETS');
 - (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 31 January 2017; and
 - (e) a contract for the purchase of shares under this authority may be made before the expiry of this authority and concluded wholly or partly after the expiry of this authority.
- 18** That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Ordinary resolutions (Nos 19 to 21)

- 19** That, in accordance with Part 14 of the Companies Act 2006, the Company and every other company which is now or may become a subsidiary of the Company at any time during the period during which this resolution is in force is hereby authorised to make donations and incur expenditure under each and any of the following heads:
- (a) donations to political parties or independent election candidates;
 - (b) donations to political organisations other than political parties; and
 - (c) political expenditure,
- up to an aggregate amount of £50,000 and the amount authorised under each of paragraphs (a), (b) and (c) shall also be limited to such amount.

The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 31 January 2017.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purpose of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

- 20** That the renewal of the Smiths Group Sharesave Scheme 2015 (the 'Sharesave Scheme'), the principal terms of which are summarised in the explanatory note to this resolution and as shown in the rules of the Sharesave Scheme produced to the Meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and that the directors be and are hereby authorised to do all such acts and things that they may consider appropriate to implement the Sharesave Scheme, including the making of any amendments to the rules and any establishment of any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction); and the directors be and are hereby authorised to vote as directors and be counted in any quorum on any matter connected with the Sharesave Scheme, notwithstanding that they may be interested in the same, save that no director may vote or be counted in the quorum on any matter solely concerning his own participation therein, and that any prohibition on directors' voting shall be suspended to this extent accordingly.
- 21** That the Smiths Group Long Term Incentive Plan 2015 (the 'LTIP'), the principal terms of which are summarised in the explanatory note to this resolution and as shown in the rules of the LTIP produced to the Meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and that the directors be and are hereby authorised to do all such acts and things that they may consider appropriate to implement the LTIP, including the making of any amendments to the rules and any establishment of any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction); and the directors be and are hereby authorised to vote as directors and be counted in any quorum on any matter connected with the LTIP, notwithstanding that they may be interested in the same, save that no director may vote or be counted in the quorum on any matter solely concerning his own participation therein, and that any prohibition on directors' voting shall be suspended to this extent accordingly.