

## Annual General Meeting – 15 November 2016 at 11:00am

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.  
see overleaf

Detach here

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Voting ID

Task ID

Shareholder reference number

0282-117-S

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You can vote electronically at [www.sharevote.co.uk](http://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 2016 Notice of Annual General Meeting ('AGM') and the Annual Report 2016, which includes the Directors' Report, the Directors' Remuneration Report and the Strategic Report, before completing this form. The Annual Report 2016 is available online at [www.smiths.com](http://www.smiths.com).

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 15 November 2016 and at any adjournment thereof.

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

Note: if you do not indicate your voting instructions below, 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

1. Adoption of Report and Accounts
2. Approval of Directors' Remuneration Report
3. Declaration of a final dividend
4. Re-election of Mr B.F.J. Angelici as a director
5. Re-election of Sir George Buckley as a director
6. Re-election of Ms T.D. Fratto as a director
7. Re-election of Mr C.M. O'Shea as a director
8. Re-election of Ms A.C. Quinn as a director
9. Re-election of Mr W.C. Seeger as a director
10. Re-election of Mr A. Reynolds Smith as a director
11. Re-election of Sir Kevin Tebbit as a director
12. Election of Mr M.D. Seligman as a director
13. Reappointment of PricewaterhouseCoopers LLP as auditors
14. Auditors' remuneration
15. Authority to issue shares pursuant to Section 551 of Companies Act 2006
16. Authority to disapply pre-emption rights for rights issues and other pre-emptive issues
17. Additional authority to disapply pre-emption rights for financing or refinancing particular acquisitions and other capital investments
18. Authority to make market purchases of shares
19. Authority to call general meetings other than annual general meetings on not less than 14 clear days' notice
20. Authority to make political donations and expenditure

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

 2016

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## 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 next to the proxy holder's name, the number of shares in relation to which they are authorised to act as your proxy. If this box is 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 0371 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.
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. before 11:00am on 13 November 2016). 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 6:30pm on 13 November 2016 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 6:30pm on 13 November 2016 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 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.
9. Any alterations to this proxy form should be initialised.

## How to get there

### Smiths Group plc 2016 Annual General Meeting

at the Northcliffe House Auditorium, Freshfield Bruckhaus Deringer  
26-28 Tudor Street, London EC4Y 0BQ.

**Tuesday 15 November 2016 at 11:00am**

Light refreshments 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

The entrance to Northcliffe House is on the north-east corner of the junction of Bouverie Street and Tudor Street.

