

Smiths Group plc

Company number 00137013

Resolutions passed at the
one hundred and second
Annual General Meeting of
SMITHS GROUP PLC
held on 15 November 2016

Ordinary resolutions (Nos 1 to 15)

1. To receive the reports of the directors and the auditors and the audited accounts for the financial year ended 31 July 2016.
2. To approve the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 July 2016.
3. To declare a final dividend of 28.75 pence per ordinary share for the financial year ended 31 July 2016 as recommended by the board of directors.
4. To re-elect Mr B.F.J. Angelici as a director of the Company.
5. To re-elect Sir George Buckley as a director of the Company.
6. To re-elect Ms T.D. Fratto as a director of the Company.
7. To re-elect Mr C.M. O'Shea 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 Mr A. Reynolds Smith as a director of the Company.
11. To re-elect Sir Kevin Tebbit, KCB, CMG as a director of the Company.
12. To elect Mr M.D. Seligman 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 board of directors to determine the remuneration of the auditors.
15. That the board of 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 £49,425,810; and
 - (ii) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £49,425,810 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 of the Company or, if earlier, at the close of business on 31 January 2018 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 board of directors considers 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 board of 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 19)

- 16.** That, if Resolution 15 above is passed, the board of directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments for rights issues and other pre-emptive issues; and
(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £7,413,871,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2018 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the board of directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (a) 'rights issue' has the same meaning as in Resolution 15 above;
(b) 'pre-emptive issue' means an offer of equity securities open for acceptance for a period fixed by the board of directors to holders (other than the Company) on the register on a record date fixed by the board of directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the board of 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, if Resolution 15 is passed, the board of directors be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,413,871; and
(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of directors determines 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,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2018 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the board of directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. 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 board of directors may determine provided that:
- (a) the maximum number of shares which may be purchased is 39,540,648;
 - (b) the minimum price which may be paid for each share is 37.5p;
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than the higher of: (i) an amount equal to 105% 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 prior to 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, the close of business on 31 January 2018; 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.
19. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Ordinary resolution (No 20)

20. 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, the close of business on 31 January 2018.

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.