



## 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 12 November 2017). 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 12 November 2017 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 12 November 2017 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 initialled.

## How to get there

### Smiths Group plc

#### 2017 Annual General Meeting

Linklaters LLP  
One Silk Street  
London EC2Y 8HQ

**Tuesday 14 November 2017 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.

