

NOTICE OF AVAILABILITY – IMPORTANT PLEASE READ CAREFULLY.

You can now access the 2020 Annual Report and Accounts and Notice of Annual General Meeting 2020 ('Notice of AGM') at www.smiths.com. You can submit your proxy instruction online at www.sharevote.co.uk using the details on the form of proxy below.

You are advised to read the Notice of AGM before deciding how to vote. It is also recommended that you read the 2020 Annual Report and Accounts.

Annual General Meeting – 16 November 2020 at 2.30pm

To be held at 11-12 St James's Square London SW1Y 4LB

NO PHYSICAL ATTENDANCE PERMITTED – SHAREHOLDERS
ARE ENCOURAGED TO SUBMIT THEIR PROXY VOTING
INSTRUCTIONS IN ADVANCE OF THE MEETING

Detach here

+

You can vote electronically at www.sharevote.co.uk using the numbers above. Alternatively, complete this proxy form and return in the enclosed reply-paid envelope.

Proxy form

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 16 November 2020 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 you want to appoint someone else as proxy, 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)

Shareholder Reference number

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 a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Pam Cheng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Karin Hoeing as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Sir George Buckley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Dame Ann Dowling as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Tanya Fratto as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of William Seeger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Mark Seligman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-election of John Shipsey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-election of Andrew Reynolds Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Re-election of Noel Tata as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Re-appointment of KPMG LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Additional authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Authority to make market purchases of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Authority to call general meetings other than Annual General Meetings on not less than 14 days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. 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. In line with the government's restrictions on public gatherings, physical attendance at the 2020 AGM will not be permitted. However shareholders and duly appointed proxies will be able to participate electronically. Instructions on how to view the webcast electronically are included on this Proxy Card and in the Notice of Meeting. 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 vote electronically and submit questions on their 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 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 vote electronically and also to submit questions on their behalf at the AGM. If you wish to restrict the rights of the Chairman as your proxy, please cross out either or both of the words 'speak' and 'vote' in the first 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 below 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. Please note that if multiple proxies are appointed, each proxy may only be appointed to exercise the rights attached to a different share or shares held by the appointing shareholder.
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 2.30pm on 14 November 2020). 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 2.30pm on 14 November 2020 (or, in the event of any adjournment, 6.30pm on the date which is two days before the time of the reconvening adjourned meeting) shall be entitled to 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 the relevant deadline shall be disregarded in determining the rights of any person voting 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 voting electronically at the AGM if he or she wishes to do so. In such circumstances, any appointment of a proxy would be automatically revoked.
9. Any alterations to this proxy form should be initialised.

Further information about the AGM

If you would like to view the meeting electronically, please follow the instructions on pages 11 and 12 of the Notice of Meeting. You will require the following details:

Meeting ID: 190-157-794

Username: Shareholder Reference Number (SRN)

Password: First and last two digits of your SRN

To watch and listen to the presentations, submit questions in writing and vote your shares, you will need to log in to the meeting via the website '<https://web.lumiagm.com>'. You will need the **Meeting ID**, your **Username** and **Password**.

If you have appointed a proxy or corporate representative they will need their own username and password which can be obtained by contacting the Company's registrar before 2.30 pm on 13 November 2020 on 0371 384 2943 (or +44 121 415 7047 if you are calling from outside the UK).