

NOTICE OF AVAILABILITY – IMPORTANT PLEASE READ CAREFULLY.

You can now access the circular sent to shareholders of Smiths Group plc dated 29 October 2021 ('Circular') and related Notice of General Meeting ('Notice of General Meeting') 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 Circular and Notice of General Meeting, including the explanatory notes, before deciding how to vote.

Smiths Group plc – General Meeting – 17 November 2021 at 1.30pm

To be held at Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR

SHAREHOLDERS ARE ENCOURAGED TO SUBMIT THEIR PROXY VOTING INSTRUCTIONS IN ADVANCE OF THE GENERAL MEETING AND, DUE TO THE CONTINUING POTENTIAL HEALTH RISKS FROM PUBLIC GATHERINGS BECAUSE OF THE COVID-19 PANDEMIC, TO APPOINT THE CHAIRMAN OF THE GENERAL MEETING AS THEIR PROXY

Unless otherwise defined, capitalised terms in this proxy form take the meaning given to them in the Circular.

Detach here

+	Voting ID	Task ID	Shareholder Reference Number (SRN)	0282-0147	+
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You can appoint and register your proxy vote electronically at www.sharevote.co.uk using the numbers above. Alternatively, complete this proxy form and return it in the enclosed reply-paid envelope. **Please read the explanatory notes on the reverse before completing this proxy form in black ink.**

Please indicate your vote by marking the 'For' or 'Against' or 'Vote withheld' boxes in black ink like this: ☒

Proxy form

I/We, the undersigned, being a member of Smiths Group plc (the 'Company'), hereby appoint the Chairman of the General Meeting* as my/our proxy to attend, speak and vote (see notes overleaf) on my/our behalf at the General Meeting of the Company to be held on 17 November 2021 at 1.30pm and at any adjournment thereof.

In relation to the resolutions set out in the Notice of General Meeting, I/we desire my/our proxy to vote on the resolutions proposed at the General Meeting as indicated in this form of proxy.

Note if you do not indicate your voting instructions in this form of proxy, your proxy will vote or withhold the vote at his/her discretion on the resolutions specified herein and, unless instructed otherwise, on any other business (including amendments to resolutions and adjournment resolutions) which may come before the General Meeting. The 'Vote withheld' option is provided to enable you to withhold your vote on any particular resolution. A vote withheld is not a vote in law and will not be counted in determining the proportion of votes 'For' and 'Against' a resolution.

*If you want to appoint someone else as proxy, delete 'the Chairman of the General Meeting' above and insert in the box below the name of the proxy preferred (see Note 1).

Resolutions

1. Approve the Sale
2. Approve the Share Buyback Resolution

	For	Against	Vote withheld
1. Approve the Sale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve the Share Buyback Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name of proxy

Signature

Date

Number of shares on which authorised to vote

Multiple proxies appointed (see Note 2)

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Explanatory notes to the proxy form

1. Shareholders have 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 at the General Meeting. Due to the continuing potential health risks from public gatherings because of the COVID-19 pandemic, shareholders are encouraged to appoint the Chairman of the General Meeting as their proxy and to give their instructions on how they wish the Chairman of the General Meeting to vote on the resolutions on their behalf. If you wish to appoint a person other than the Chairman of the General Meeting, please insert the name of your chosen proxy holder in the box provided in this form. If you wish to appoint the Chairman of the General Meeting as your proxy, please leave the "name of proxy" box blank. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided in this form the proxy holder's name and 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. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's UK helpline on 0371 384 2008 or the overseas helpline on +44 (0) 121 415 7130 or you may photocopy this form. Please indicate in the box provided in this form the proxy holder's name and 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.
3. Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting. Before completing this proxy form, please also read the section entitled "Action to be taken" in the Circular. You can access the Circular and the Notice of General Meeting at www.smiths.com.
4. You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the Notice of General Meeting and the explanatory notes. If you have not given specific instructions on how your proxy should vote in respect of any resolution, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the General Meeting, including amendments to resolutions, and at any adjournment of the General Meeting.
5. The 'Vote withheld' boxes are provided to enable you to withhold your vote 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.
6. 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 General Meeting to be effective (i.e. before 1.30pm on 15 November 2021). 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 of members 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.
7. Only those shareholders registered in the register of members of the Company at 6.30pm on 15 November 2021 (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 General Meeting 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 General Meeting.
8. Information on appointing and registering your proxy vote electronically is contained in the notes to the Notice of General Meeting. To appoint and register your proxy vote electronically please visit www.sharevote.co.uk. You will need to use the Voting ID, Task ID and Shareholder Reference Number printed on your proxy form. You are advised to read the terms and conditions of use. All advance electronic proxy votes should be submitted by no later than 1.30pm on 15 November 2021.
9. Information for CREST members on appointing and registering your proxy vote through the CREST electronic proxy appointment service is contained in the notes to the Notice of General Meeting. The CREST message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Company's agent (CREST Participant ID: RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of General Meeting (being 1.30pm on 15 November 2021).
10. Completion of a proxy form (or submission of an electronic proxy appointment) does not prevent a shareholder attending the General Meeting and voting in person if he or she wishes to do so. In such circumstances, any appointment of a proxy would be automatically revoked.
11. You can change your proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time has passed will be disregarded. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If it cannot be determined which proxy form was received last, none of the forms shall be treated as valid in respect of the relevant shares.
12. Any alterations to this proxy form should be initialled.
13. Smiths will be offering a facility for shareholders to follow the General Meeting remotely via a live webcast, should they wish to do so. Information on joining the webcast is contained in the notes to the Notice of General Meeting. Please note that viewing the General Meeting and submitting questions electronically via the webcast will not constitute formal attendance at, or participation in, the business (or quorum) of, the General Meeting by shareholders, and shareholders will not be able to vote via the webcast.
14. You may not use any electronic address or telephone number provided either on the proxy form, in these explanatory notes, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.