

Smiths Group plc
(the 'Company')
Company number: 00137013

Resolutions passed on 17 November 2021

At the Company's Annual General Meeting which was duly convened and held at Freshfields Bruckhaus Deringer, 100 Bishopsgate, London EC2P 2SR on Wednesday, 17 November 2021, the following resolutions were passed.

Resolution 17 was passed as an ordinary resolution and resolutions 18 to 21 were passed as special resolutions.

Authority to allot shares

Resolution 17. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £49,562,100; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act up to an aggregate nominal amount of £49,562,100 (including within such limit any shares issued or rights granted under paragraph (a) above) 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 Act and to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 January 2023 but, in each case, so that the Company may, before such expiry, 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 expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

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 Directors consider 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 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.

Disapplication of pre-emption rights

Resolution 18. That, if Resolution 17 above is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) (the 'Act')) for cash under the authority given by that resolution and/or sell to ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act 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 £7,434,315, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2023 but, in each case, so that the Company may, before such expiry, 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 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 17 above;
- (b) 'pre-emptive issue' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the 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.

Resolution 19. That, if Resolution 17 is passed, the Directors be authorised pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') in addition to any authority granted under Resolution 18 to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act 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 £7,434,315; 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 Directors determine 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 (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2023 but, in each case, so the Company may, before such expiry, 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Purchase of own shares

Resolution 20. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 (the 'Act') to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 37.5p each in the capital of the Company on such terms and in such manner as the Directors may determine provided that:

- (a) the maximum number of ordinary shares which may be purchased is 39,649,680;
- (b) the minimum price (exclusive of expenses) 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 of the Company 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 on the trading venue where the purchase is carried out.
- (d) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2023; 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.

Notice of general meetings

Resolution 21. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By Order of the Board

M Whyte

Matthew Whyte
Company Secretary
18 November 2021

2021 AGM - Resolutions for filing (NSM & CH)

Final Audit Report

2021-11-18

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