

Smiths Group plc
(the 'Company')
Company number: 00137013
Resolutions passed on 16 November 2023

The following resolutions of special business were passed by shareholders at the Annual General Meeting of the Company held at Freshfields Bruckhaus Deringer, 100 Bishopsgate, London EC2P 2SR on Thursday 16 November 2023.

Resolution 16 - Authority to Allot Shares (ordinary resolution)

16. 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 up to an aggregate nominal amount of £43,442,291, 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 2025 but, in each case, so 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.

Resolutions 17 and 18 - Disapplication of pre-emption rights (special resolutions)

17. THAT, if Resolution 16 is passed, the Directors be authorised pursuant to Section 570 and Section 573 of the Companies Act 2006 (the 'Act') to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited:

(a) to allotments in connection with rights issues and other pre-emptive issues 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;

(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £13,032,687; and

(c) when any allotment of equity securities is or has been made pursuant to paragraph (b) (a 'paragraph (b) allotment'), the allotment of additional equity securities or sale of additional treasury shares up to a nominal amount equal to 20% of the nominal amount of that paragraph (b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of making a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of 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 2025 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' means an offer to:

(i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) 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,

(b) 'other 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

(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.

18. THAT, subject to the passing of Resolution 16, 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 17 to allot equity securities (as defined in the Act) and/or sell ordinary shares held by the Company as treasury shares for cash, pursuant to the authority given by Resolution 16, as if Section 561 of the CA 2006 did not apply to any such allotment or sale, provided such authority shall be limited to:

(a) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (b)) up to an aggregate nominal amount of £13,032,687, provided that the allotment is for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified 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; and

(b) when any allotment of equity securities or sale of treasury shares is or has been made pursuant to paragraph (a) (a 'paragraph (a) allotment'), the allotment of additional equity securities or sale of additional treasury shares up to an aggregate amount equal to 20% of the aggregate amount of that paragraph (a) allotment, provided that any allotment pursuant to this paragraph (b) is for the purposes of making a follow-on offer determined by the Directors to be of a kind

contemplated by paragraph 3 of section 2B of 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, at the close of business on 31 January 2025, but, in each case, so the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 19 - Purchase of own shares (special resolution)

19. 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 34,753,833;
- (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, at the close of business on 31 January 2025; 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.

Resolution 20 - Notice of General Meetings (special resolution)

20. 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
16 November 2023

AGM Resolutions

Final Audit Report


2023-11-16

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