



**SMITHS GROUP plc**

*(incorporated as a public limited company in England and Wales with registered number 137013)*

**EUR 2,500,000,000**

**Euro Medium Term Note Programme**

Guaranteed by

**SMITHS GROUP INTERNATIONAL HOLDINGS LIMITED**

*(incorporated as a limited company in England and Wales with registered number 01085153)*

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This supplement (the “**Supplement**”) to the base prospectus dated 17 April 2025 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended, varied, superseded or substituted from time to time) (the “**UK Prospectus Regulation**”), constitutes a supplement to the prospectus for the purposes of Article 23 of the UK Prospectus Regulation and a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000. This Supplement is prepared in connection with the EUR 2,500,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Smiths Group plc (the “**Issuer**”), guaranteed by Smiths Group International Holdings Limited (the “**Guarantor**”). This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer from time to time. Unless otherwise defined herein, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Financial Conduct Authority (the “**FCA**”), which is the United Kingdom competent authority for the purposes of the UK Prospectus Regulation, as a supplement to the prospectus issued in compliance with the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the Guarantor or an endorsement of the quality of any Notes that are the subject of the Base Prospectus as supplemented by this Supplement.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

**Purpose of the Supplement**

The purpose of this Supplement is to:

1. incorporate by reference the audited consolidated financial statements and corresponding auditors’ report thereon of the Issuer for the year ended 31 July 2025 (included on pages 104 to 179 of the Issuer’s annual report for 2025 (the “**2025 Annual Report**”));
2. incorporate by reference certain sections of the press release dated 23 September 2025 of the Issuer entitled “Full year results for the 12 months ending 31 July 2025” (the “**FY2025 Results Press Release**”);
3. incorporate by reference the press release dated 16 October 2025 of the Issuer entitled “Smiths Group plc sale of Smiths Interconnect” (the “**Smiths Interconnect Sale Press Release**”); and
4. update the “Significant/Material Change” paragraph set out in the “General Information” section of the Base Prospectus.

## Information Incorporated by Reference

By virtue of this Supplement, the following information shall be deemed to be incorporated in, and form part of, the Base Prospectus:

- The following section of the 2025 Annual Report, which is available at <https://www.smiths.com/media/uwkpyowa/smiths-annual-report-2025.pdf>:
  - o the audited consolidated financial statements and corresponding auditors' reports thereon of the Issuer for the year ended 31 July 2025 (included on pages 104 to 179);
- Pages 3-20 of the FY2025 Results Press Release, save for the section headed "FY2026 outlook – continuing operations" on page 5, which is available at <https://www.smiths.com/media/snqpxwkd/smiths-group-plc-annual-results-2025-press-release.pdf>; and
- The Smiths Interconnect Sale Press Release, which is available at <https://www.smiths.com/news-and-insights/news/2025/smiths-group-plc-sale-of-smiths-interconnect>.

Copies of the documents specified above as containing information incorporated by reference in the Base Prospectus may be inspected, free of charge, from the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

## General Information

The first paragraph under the heading "Significant/Material Change" on page 100 of the Base Prospectus is deemed replaced with the following:

- "4. There has been no material adverse change in the prospects of the Issuer, the Guarantor or the Group since 31 July 2025. There has been no significant change in the financial performance or financial position of the Issuer or the Group since 31 July 2025 or the Guarantor or the Guarantor and its subsidiaries as a whole since 31 July 2025."

## General

The Base Prospectus, this Supplement and copies of documents incorporated by reference in the Base Prospectus are available on the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

To the extent that any document or information which is incorporated by reference into the Base Prospectus by virtue of this Supplement itself incorporates any information by reference, either expressly or impliedly, such documents or information will not form part of this Supplement or the Base Prospectus for the purposes of the UK Prospectus Regulation except where such information or documents are stated within this Supplement as specifically being incorporated by reference.

The parts of the 2025 Annual Report and the FY2025 Results Press Release that are not incorporated by reference in the Base Prospectus by virtue of this Supplement are either not relevant for investors or covered elsewhere in this Supplement or the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) will prevail.

Other than in relation to the information which is deemed to be incorporated by reference (see "Information Incorporated by Reference"), the information on the websites to which this Supplement refers does not form part of this Supplement and has not been scrutinised or approved by the FCA.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.