

# NOTICE OF ANNUAL GENERAL MEETING 2022

smiths

Circular to shareholders

The one hundred and eighth Annual General Meeting of Smiths Group plc will be held at Freshfields Bruckhaus Deringer, 100 Bishopsgate, London EC2P 2SR on Wednesday, 16 November 2022 at 11.00am

For those shareholders unable to attend the Annual General Meeting, the meeting will be webcast and may be viewed by registering on our website [www.smiths.com](http://www.smiths.com).

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services & Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## Notice of Annual General Meeting

Notice is hereby given that the one hundred and eighth Annual General Meeting of Smiths Group plc (the 'Company') will be held at Freshfields Bruckhaus Deringer, 100 Bishopsgate, London EC2P 2SR on Wednesday, 16 November 2022 at 11.00am

**Resolutions 1 to 16 and 21 are proposed as ordinary resolutions. Resolutions 17 to 20 (inclusive) are proposed as special resolutions.**

### Resolutions

1. To receive the reports of the Directors and the auditors and the audited accounts for the financial year ended 31 July 2022.
2. To approve the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 July 2022.
3. To declare a final dividend of 27.3 pence per ordinary share recommended by the Directors for the financial year ended 31 July 2022 to be payable on 18 November 2022 to shareholders on the register of members at 6.00 pm on 21 October 2022.
4. To elect Richard Howes as a Director.
5. To elect Clare Scherrer as a Director.
6. To re-elect Sir George Buckley as a Director.
7. To re-elect Pam Cheng as a Director.
8. To re-elect Dame Ann Dowling as a Director.
9. To re-elect Karin Hoeing as a Director.
10. To re-elect Paul Keel as a Director.
11. To re-elect William Seeger as a Director.
12. To re-elect Mark Seligman as a Director
13. To re-elect Noel Tata as a Director.

14. To reappoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
15. To authorise the Audit & Risk Committee, acting for and on behalf of the Board, to determine the remuneration of the auditor.
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 £44,605,938, 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 2024 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.
17. That, if Resolution 16 above 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; 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 £6,690,890,

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 2024 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, 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) '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 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.
18. That, if Resolution 16 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 17 to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 16 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 £6,690,890; 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 Disappling 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 2024 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.
  - 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 35,684,750;
    - (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 2024; 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.

This authority is in addition to the previous authority conferred on the Company in accordance with Section 701 of the Act by shareholders at the General Meeting held on 17 November 2021 and is without prejudice to any market purchases already made or agreed to be made pursuant to such authority.

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

21. That, in accordance with Part 14 of the Companies Act 2006 (the 'Act'), the Company and every other company which is now or may become a subsidiary of the Company at any time during the period during which this resolution is in force is hereby authorised to:

    - (a) make donations to political parties and/or independent election candidates;
    - (b) make donations to political organisations other than political parties; and
    - (c) incur political expenditure, up to an aggregate amount of £50,000 and the amount authorised under each of paragraphs (a), (b) and (c) shall also be limited to such amount.

The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2024. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in Sections 363 to 365 of the Act.

By Order of the Board

**Matthew Whyte**  
COMPANY SECRETARY  
13 October 2022

#### Registered office:

4th floor, 11-12 St James's Square  
London SW1Y 4LB

Registered in England and Wales  
no. 00137013

## The notes on the following pages provide an explanation of the proposed resolutions.

Resolutions 1 to 16 and 21 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 to 20 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Recommendation

Your Directors believe that all the proposals to be considered at the Annual General Meeting (the 'AGM') are in the best interests of the Company and its shareholders as a whole, and recommend shareholders to vote in favour of the resolutions. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings.

### Resolution 1: Adoption of reports and accounts

The Directors must present the reports of the Directors and the accounts of the Company for the year ended 31 July 2022 to shareholders at the AGM. The reports of the Directors (including the Strategic Report), the accounts, and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are required to be audited are contained within the FY2022 Annual Report.

### Resolution 2: Approval of Directors' Remuneration Report

Under Section 420 of the Companies Act 2006 (the 'Act'), the Directors must prepare a remuneration report detailing the remuneration of the Directors and containing a statement by the Chair of the Remuneration & People Committee. The Act also requires that a resolution be put to shareholders each year for their approval of that report. This is an advisory resolution only.

### Resolution 3: Declaration of final dividend

A final dividend can only be paid after the shareholders have approved it at a general meeting. If the final dividend is approved, it will be payable on 18 November 2022 to shareholders on the register of members at 6.00pm on 21 October 2022 (the record date). From November 2019, Smiths Group plc stopped issuing dividend cheques. In order for shareholders to have dividends paid directly to their bank or building society account they should contact Equiniti for a copy of the Bank Mandate Form.

### Resolutions 4 to 13: Election and Re-election of Directors

Richard Howes and Clare Scherrer were appointed to the Board since the last AGM and, in accordance with the Company's Articles of Association, will retire and stand for election at the AGM.

The Chairman confirms, on behalf of the Board, that each Director standing for election or re-election continues to be effective and demonstrates commitment to their respective roles.

See the appendix to the Notes on pages 9 and 10 for detailed biographies. Their biographies are also available on pages 58 and 59 of the FY2022 Annual Report and the Company's website, [www.smiths.com](http://www.smiths.com). The Nomination & Governance Committee Report on page 66 of the FY2022 Annual Report provides further information in support of Director re-election.

### Resolutions 14 and 15: Re-appointment and remuneration of KPMG LLP as auditor

The Board, on the advice of the Audit & Risk Committee (summarised in the Audit & Risk Committee Report on Page 69 of the FY2022 Annual Report), recommends the reappointment of KPMG LLP as auditor, to hold office until the next meeting before which the accounts are laid (Resolution 14).

Resolution 15 authorises the Audit & Risk Committee, acting for and on behalf of the Board, to determine the remuneration of KPMG LLP for their services as auditor.

### Resolution 16: Authority to allot shares

The purpose of Resolution 16 (the 'allotment resolution') is to renew the Directors' power to issue and allot new shares in the Company.

The authority in Resolution 16 will allow the Directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal value of £44,605,938, which is equivalent to approximately one third of the nominal amount of the ordinary share capital of the Company in issue on 5 October 2022.

As at 5 October 2022, the Company did not hold any treasury shares.

If the resolution is passed the authority will expire on the earlier of the close of business on 31 January 2024 and the end of the AGM due to be held in 2023, unless previously renewed, varied or revoked.

The Directors have no current intention to use this authority, but it is sought to ensure the Directors maintain maximum flexibility in response to capital management.

### Resolutions 17 and 18: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings.

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders.

This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. The purpose of Resolutions 17 and 18 (together the 'disapplication of pre-emption rights resolutions') is to enable shareholders to waive their pre-emption rights.

Resolution 17 authorises Directors to allot new shares, pursuant to the authority given by Resolution 16 (the 'allotment resolution'), or to sell treasury shares for cash:

- (a) in connection with a rights issue or pre-emptive issue; and/or
- (b) otherwise up to a nominal value of £6,690,890, equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 5 October 2022,

in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 18 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority under Resolution 18 is limited to a nominal value of £6,690,890, equivalent to approximately 5% of the nominal value of the ordinary share capital of the Company in issue on 5 October 2022.

Taken together, the allotment resolution and the disapplication of pre-emption rights resolutions will allow the Directors to issue new shares for cash or to sell treasury shares without offering the shares first to existing shareholders in proportion to their existing holdings under the following circumstances:

- (a) in connection with a rights issue or other pre-emptive issue with a nominal value up to and including one-third of the present issued share capital (which will allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders);
- (b) for any other purpose, with a nominal value equivalent to 5% of the present issued share capital; and

(c) in connection with the financing or refinancing of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment, with a nominal value equivalent to 5% of the present issued share capital

but subject to an overall aggregate limit equivalent to one-third of the present issued share capital.

The Directors intend to adhere to the provisions in the Pre-Emption Group's statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 17 either in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders. Adherence to the principles would not preclude issuances under the authority sought under Resolution 18.

The allotment and the disapplication of pre-emption rights resolutions comply with the Share Capital Management Guidelines issued by the Investment Association in July 2016 and the disapplication of pre-emption rights resolutions largely follow the resolution templates issued by the Pre-Emption Group in May 2016.

If the resolutions are passed, the authorities will expire on the earlier of the close of business on 31 January 2024 and the end of the AGM due to be held in 2023, unless previously renewed, varied or revoked.

As at 5 October 2022, the Company did not hold any treasury shares. If the Company were to create treasury shares, e.g. through the market purchase of its own shares, the subsequent sale of any treasury shares (or the use of treasury shares to satisfy obligations under the Company's share schemes and plans) would be counted as equivalent to the issue of new shares for the purpose of the limitations on the issue of new shares included in the allotment resolution and disapplication of pre-emption rights resolutions.

## Resolution 19: Purchase of own shares

The effect of this resolution is to grant authority to the Company to purchase its own ordinary shares, up to a maximum of 35,684,750 ordinary shares. The 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 2024. This represents approximately 10% of the number of ordinary shares in issue as at 5 October 2022 and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, which reflect the requirements of the FCA's Listing Rules.

Under the Act, the Company can hold shares which have been purchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes.

The Directors believe that it is desirable for the Company to have these choices available, as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on and no voting rights will be exercised in respect of treasury shares.

It is not the Company's present intention to hold shares in treasury, in the event that any shares were to be purchased under this authority. Shares will only be purchased pursuant to this authority if the Directors consider such purchases to be in the best interests of shareholders generally and the purchases can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company.

This authority is in addition to the authority conferred on the Company by shareholders at the General Meeting held on 17 November 2021 and which is being used to implement the Company's Share Buyback Programme. It is the Company's current intention to continue to implement the existing Buyback Programme, and not to use this new authority. This authority is therefore sought to ensure the Directors maintain maximum flexibility in response to capital management. Please see page 15 of the FY2022 Annual Report for further information on the Company's Share Buyback Programme.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). If any shares purchased by the Company are held in treasury and used for the purposes of its employee share schemes, the Company will count those shares towards the limits on the number of new ordinary shares which may be issued under such schemes.

As at 5 October 2022, there were 6,131,949 outstanding options and awards, granted under all share schemes operated by the Company, which, if vested, would represent 1.69% of the issued ordinary share capital of the Company. If the authorities to purchase the Company's own shares (both existing and sought) were exercised in full, that percentage would increase to 1.99%. For the purpose of these calculations, it has been assumed that all the outstanding options under the Sharesave Scheme and all the conditional share awards under the Long Term Incentive Plan and the Restricted Stock Plan will only be determined at their applicable vesting dates, subject to the satisfaction of the performance conditions and other requirements at those times.

With regard to the authorities sought under Resolutions 16 to 19, the Directors' intention would be to exercise the authorities given to them by the resolutions in accordance with the Share Capital Management Guidelines issued by the Investment Association in July 2016.

### Resolution 20: Notice of general meetings

Under the Act, the Company may call a general meeting, other than an AGM, by giving 14 days' clear notice to shareholders. Under the Companies (Shareholders' Rights) Regulations 2009 this period is extended to 21 clear days unless the Company has obtained shareholder approval for a shorter period. This resolution would maintain the current position as agreed by shareholders at the 2021 AGM. The shorter notice period would not be used as a matter of routine but only where the flexibility was merited by the business of the meeting and was thought to be in the interests of shareholders as a whole. AGMs will still require at least 21 clear days' notice.

### Resolution 21: Political donations

Part 14 of the Act requires companies to obtain shareholders' authority for donations to political parties or other political organisations or an independent election candidate in the UK totalling more than £5,000 in any twelve month period, and for any political expenditure in the UK, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could include special interest groups, such as those involved with the environment, which the Company and its UK subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular political party.

It is the policy of the Company not to make political donations or incur political expenditure in the UK as those expressions are normally understood. However, to avoid inadvertent infringement of the Act, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries (by virtue of the Act, the term 'subsidiary' in Resolution 21 is a reference to each UK subsidiary of the Company) to make political donations and to incur political expenditure in the UK up to a maximum aggregate amount of £50,000 for the period from the date of the Annual General Meeting to the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 31 January 2024.

### General notes

1. The statutory Report and Accounts for Smiths Group plc for its financial year of 2022 are called the FY2022 Annual Report. The Directors' Remuneration Report for 2022, which includes a summary of the Directors' Remuneration Policy, is contained in the FY2022 Annual Report. The first two items at the AGM relate to the approval of (1) the statutory Report and Accounts for 2022; and (2) the Director's Remuneration Report for 2022. Shareholders who have not elected to receive the FY2022 Annual Report in printed form may obtain copies by writing to the Secretary, Smiths Group plc, 4th Floor, 11-12 St James's Square, London SW1Y 4LB (e-mail: [secretary@smiths.com](mailto:secretary@smiths.com)) or by downloading them from the Company's website ([www.smiths.com](http://www.smiths.com)). Shareholders who wish to receive the printed FY2022 Annual Report (free of charge) in future years should write to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, quoting Reference 0282.

2. Members are entitled to appoint a proxy to exercise all or any of their rights to vote electronically and may also elect proxies to submit questions on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If a proxy is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his or her discretion as to whether and, if so, how he or she votes.
3. If you would like to submit your vote electronically in advance of the AGM, you can submit your instruction by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need to use the series of numbers made up of your Voting ID, Task ID and Shareholder Reference Numbers 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 11.00am on 14 November 2022. If you return paper and electronic instructions, those received last by the Registrar before 11.00am on 14 November 2022 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged. Any shareholders wishing to vote on the day of the AGM will need to attend the AGM in person or by proxy.

4. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti Limited on 0371 384 2943 if calling from the UK. From outside the UK, call the Equiniti overseas helpline on +44 121 415 7130. Shareholders wishing to appoint a proxy and register their proxy votes electronically ahead of the meeting should visit the website [www.sharevote.co.uk](http://www.sharevote.co.uk). The on-screen instructions will give details on how to complete the appointment and voting process. To be effective, electronic proxy appointments and voting instructions must be received before 11.00am on 14 November 2022 (or, in the event of an adjournment, not later than 48 hours before the time of the adjourned meeting).

5. In order to be valid any proxy form or other instrument appointing a proxy must be received by one of the following methods:
- (a) in hard copy form (together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof) using the reply-paid envelope or otherwise by post (in which case postage will be payable), by courier or (during normal business hours only) by hand to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
  - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - (c) by appointing and registering the proxy vote electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk) (the on-screen instructions will give details on how to complete the appointment and voting process).
- Important:** in any case, to be effective, a proxy form or a proxy appointment submitted via the internet or a CREST Proxy Instruction must be received by the Company's Registrar before 11.00am on 14 November 2022 (or, in the event of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).
6. The return of a completed proxy form, other such instrument, any CREST Proxy Instruction (as described in paragraph 10 below) or the appointment of a proxy electronically will not prevent a shareholder attending the AGM and voting in person at the AGM if he or she wishes to do so.
7. Any person to whom this notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy of that shareholder for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
8. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian.
- The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.
9. In order to be entitled to vote at the AGM or any adjourned meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6.30pm on 14 November 2022 (or, in the event of any adjournment, 6.30pm on the date which is two days before the time of the reconvening of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The 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 meeting (being 11.00am on 14 November 2022). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members (and, where applicable, their CREST sponsors, or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.
14. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00 am on 14 November 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that if two or more representatives purport to vote in respect of the same shares:
  - (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
  - (b) in other cases, the power is treated as not exercised.
16. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
17. As at 5 October 2022 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 356,847,506 ordinary shares carrying one vote each. The Company does not hold any ordinary shares in treasury. The total voting rights in the Company as at 5 October 2022 was 356,847,506.
18. Copies of the Directors' service contracts, letters of appointment for Non-executive Directors, Deeds of Indemnity and the Company's Articles of Association are available for inspection at an agreed time at the Company's registered office: 4th Floor, 11-12 St James's Square, London, SW1Y 4LB (email: [secretary@smiths.com](mailto:secretary@smiths.com)) during normal business hours up to and including the date of the AGM. In addition, a copy of the Company's Articles of Association is available on our website.
19. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and is in line with corporate governance recommendations. The results of the voting at the AGM will be announced through a Regulatory Information Service announcement and will appear on our website, [www.smiths.com](http://www.smiths.com), shortly thereafter.
20. Subject to the final dividend being approved at the AGM, it will be payable on 18 November 2022 to the ordinary shareholders on the register at the close of business on 21 October 2022.
21. Shareholders should note that, on a valid request made by shareholders of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM for the financial year ended 31 July 2022; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 July 2022 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
22. Any member attending the meeting has the right to ask questions. The Company may cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
23. A copy of this Notice and other information required by Section 311A of the Act can be found at [www.smiths.com](http://www.smiths.com).
24. Members may not use any electronic address provided in either this Notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.
25. If shareholders are unable to attend the AGM they will be able to watch the meeting via a webcast which will be broadcast at 11.00am on the day of the AGM. The webcast can be viewed at [www.smiths.com](http://www.smiths.com). The webcast is not interactive and it will not be possible to vote or ask questions remotely. The meeting, including any questions from shareholders as part of the question and answer session, as well as background shots of those present at the meeting, will be recorded. Registering to watch the AGM via the webcast will not invalidate any completed proxy form, proxy appointment via the Proxymity platform, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 above).

### Be a greener shareholder

If you receive shareholder communications by post, you can do your bit for the environment by choosing to receive your voting instructions via email and voting electronically. To sign up for this service please scan the below QR Code.



## APPENDIX TO THE NOTES

### RESOLUTIONS 4 TO 13 – ELECTION AND RE-ELECTION OF DIRECTORS

## Directors' Biographies

### Resolution 4

#### Richard Howes

##### Non-executive Director

Appointed: 1 September 2022

Independent: Yes



**Skills and experience:** Richard's background in senior financial positions at large listed companies in a variety of sectors brings valuable insight to the Board's discussions. Richard holds a Bachelor of Science in Geography from Loughborough University and is a Fellow of the ICAEW.

**Career experience:** Richard is Chief Financial Officer of Bunzl plc, the specialist international distribution and services Group. Richard qualified as a Chartered Accountant with Ernst & Young before moving to the investment bank Dresdner Kleinwort Benson. Prior to joining Bunzl in 2019, Richard held CFO positions at various multinational businesses including Inchcape plc, Coats Group plc and Bakkavor plc.

### Resolution 5

#### Clare Scherrer

##### Chief Financial Officer

Appointed: 29 April 2022

**Skills and experience:** Clare has extensive experience working with and advising a broad range of industrial companies around the globe. She has particularly relevant experience in the sectors in which Smiths has strong positions, including Energy, Safety & Security and Aerospace. She holds a BA from Harvard University and an MBA from the Harvard Business School.

**Career experience:** Clare joined Smiths from Goldman Sachs where she spent more than 25 years, and was a Partner for more than a decade, and most recently Co-Head of the Global Industrials business. Prior to joining Smiths Clare had been a close adviser to the Group for a number of years, including having advised on the sale of Smiths Medical as well as having contributed to the development of the strategy announced at the November 2021 Capital Markets Event. Prior to Goldman Sachs, Clare was a consultant at McKinsey & Company.

### Resolution 6

#### Sir George Buckley

##### Chairman

Appointed: 1 August 2013

Independent: On appointment as Chairman



**Skills and experience:** Sir George has extensive experience of large, multi-industry businesses operating in global markets and has had a long career in engineering and innovation. As Chairman, Sir George ensures effective communication with key stakeholders and that the Board provides strong leadership and guidance for the Executive Management team. During the year, Sir George provided invaluable leadership on the sale of Smiths Medical alongside his support of the Finance Committee. He holds a PhD in Electrical Engineering.

**Career experience:** Sir George has held previous roles of Chairman and CEO at 3M Company, a US based global technology company and Dow Jones 30 component, Chairman and CEO of Brunswick Corporation and Chief Technology Officer for appliances, motors and controls at Emerson Electric Company. Sir George also brings non-executive experience to the Board, having served as Non-executive Director at PepsiCo Inc. and Hitachi Limited, and as Chairman of Stanley Black & Decker, Inc.

### Resolution 7

#### Pam Cheng

##### Non-executive Director

Appointed: 1 March 2020

Independent: Yes



**Skills and experience:** Pam's experience in the areas of R&D, manufacturing, sales and marketing, commercial operations, supply-chain management and technology gained within large global businesses in strategically important regions for Smiths, further strengthen the Board's discussions on embedding world class operations. Pam holds a Bachelor of Science and a Master's degree in Chemical Engineering from Stevens Institute of Technology, New Jersey and an MBA in Marketing from Pace University, New York, USA.

**Career experience:** Pam is Executive Vice-President, Operations and Information Technology at AstraZeneca plc, a multinational pharmaceutical and biopharmaceutical company. Prior to joining AstraZeneca in 2015, Pam was President of MSD (Merck & Co., Inc.) in China. Pam has also previously held various engineering and project management positions at Universal Oil Products, Union Carbide Corporation and GAF Chemicals.

### Resolution 8

#### Dame Ann Dowling

##### Non-executive Director

Appointed: 19 September 2018

Independent: Yes



**Skills and experience:** Dame Ann's contribution to engineering research is internationally recognised, and her knowledge and background offer a different perspective to Board discussions, particularly as they relate to engineering, innovation and sustainability. Dame Ann has a degree in Mathematics and a PhD in Engineering.

**Career experience:** Dame Ann has had a distinguished academic career and is currently a Deputy Vice Chancellor and an Emeritus Professor of Mechanical Engineering at the University of Cambridge, where she served as Head of Engineering for five years until 2014. She served as the President and Chairman of Trustees of the Royal Academy of Engineering from 2014 to 2019 and as a Non-executive Director of BP plc from 2012 until May 2021, where she was a member of the Safety and Sustainability Committee.

### Key

Audit & Risk Committee

Remuneration & People Committee

Finance Committee

Committee Chair

Nomination & Governance Committee

Science, Sustainability & Excellence Committee

## Resolution 9 Karin Hoeing Non-executive Director

Appointed: 2 April 2020  
Independent: Yes



**Skills and experience:** Karin brings current executive experience of oil & gas, defence, security, and aerospace to the Board gained from a range of roles at large multinational groups. Karin has also provided valuable assistance and advice in executive and non-executive succession planning and ESG and sustainability matters. Karin holds a degree of Diploma Geophysics (MSc Geophysics) from the University of Hamburg, Germany.

**Career experience:** Karin is Group ESG, Culture and Business Transformation Director at BAE Systems plc. Prior to joining BAE she led one of the major international business divisions at Schlumberger, a multinational oil services company. Karin spent 20 years at Schlumberger, where she held a number of senior HR, marketing, technology and line management leadership positions across Europe, the Middle East and Asia.

## Resolution 10 Paul Keel Chief Executive

Appointed: 25 May 2021

**Skills and experience:** Paul has a strong track record of delivering results in other innovation-led and diversified global industrial technology businesses. His international experience positions him well to allow Smiths to deliver on its significant potential. He is a graduate of Carleton College and Harvard Business School.

**Career experience:** Prior to joining Smiths Paul worked at 3M Company between 2004 and 2020, within the US and UK. During this period, he led a number of global businesses including the \$5bn revenue Consumer Business Group and several industrial businesses ranging in size from \$400m in revenue to over \$1bn. He also led a number of enterprise functions including Manufacturing and Supply Chain, Marketing and Sales and Strategy and Business Development. In the short period between 3M and Smiths, Paul completed a variety of consulting projects. Paul's other experience includes roles of increasing responsibility at General Electric, McKinsey & Company and General Mills.

## Resolution 11 William Seeger Non-executive Director

Appointed: 12 May 2014  
Independent: Yes



**Skills and experience:** Bill has had a long and successful career in finance in the engineering sector, gaining an in-depth knowledge of global markets. Bill's extensive experience in global engineering businesses supports the Board's robust decision-making. Bill has a BA in economics and an MBA.

**Career experience:** Bill was appointed Chair of the Remuneration & People Committee on 1 July 2018, and as Senior Independent Director at the 2018 AGM. Bill has been Chair of the Finance Committee since it was formalised in November 2021. With effect from 1 February 2022 Bill was appointed to the Board of ICU Medical, Inc. in accordance with the terms of the shareholders' agreement entered into with the sale of Smiths Medical. He is also a member of ICU's Audit and Compliance Committee. Bill was Group Finance Director at GKN plc, a global engineering group, until his retirement in 2014. At GKN he also held the roles of CEO of the Propulsion Systems Division, and CFO of the Aerospace Division. Prior to that, Bill spent 30 years at TRW, a US-based automotive and aerospace group, where he held various senior finance positions.

**Other significant appointments:** Senior Independent Director at Spectris plc and Lecturer at UCLA Anderson School of Management.

## Resolution 12 Mark Seligman Non-executive Director

Appointed: 16 May 2016  
Independent: Yes



**Skills and experience:** Mark's extensive experience in corporate finance and capital markets supports Board discussion of the Group's portfolio management and strategy. He provided significant counsel during the sale of Smiths Medical through his support of the Transaction and now Finance Committee. Mark also brings non-executive experience to the Board, having served as senior independent director and audit committee chairman at several FTSE100 companies. Mark is a Chartered Accountant and has an MA in philosophy, politics and economics.

**Career experience:** Mark is a former senior investment banker and during his executive career he held various roles at Credit Suisse, including Chairman of UK Investment Banking. Mark served as a non-executive director on the Board of Kingfisher plc from 2012 to January 2021.

**Other significant appointments:** Senior Independent Director at NatWest Group plc and Alternate member at Panel on Takeovers and Mergers for the Association for Financial Markets in Europe.

## Resolution 13 Noel Tata Non-executive Director

Appointed: 1 January 2017  
Independent: Yes



**Skills and experience:** Noel has had a successful career in global business. He has extensive experience of the high-growth economies which are key markets for our growth strategy and has been invaluable in developing key strategic relationships in Asia since joining the Board. Noel has a BA in Economics.

**Career experience:** Noel was the Managing Director of Tata International Limited (TIL), a global trading and distribution company and a trading arm of the Tata Group, a privately owned multinational holding company. Under the terms of the Tata Group governance guidelines, he retired from the position of Managing Director on 12 November 2021. He was thereafter re-appointed as a Director and Non-Executive Chairman of TIL with effect from 15 November 2021.

**Other significant appointments:** Each of the following companies forms part of the Tata Group: Non-independent Non-executive Chairman at Tata Investment Corporation, Trent Ltd and Voltas Ltd. Non-independent Non-executive Vice Chairman at Tata Steel and Titan Company Ltd.

### Key

Audit & Risk Committee

Remuneration & People Committee

Finance Committee

Committee Chair

Nomination & Governance Committee

Science, Sustainability & Excellence Committee