

17 NOVEMBER 2015

SMITHS GROUP PLC

1. RESULT OF AGM
2. RESOLUTIONS PASSED AT AGM FILED WITH NATIONAL STORAGE MECHANISM
3. RETIREMENT OF A DIRECTOR AND CHANGE TO THE SENIOR INDEPENDENT DIRECTOR

1. LISTING RULE LR 9.6.18 R – RESULT OF AGM

The Company is pleased to announce that all the resolutions proposed at the Annual General Meeting ('AGM') held on 17 November 2015 were subject to polls and were passed by the necessary majority.

The results of the polls on the resolutions are shown below and will be posted on the Company's website, www.smiths.com.

Resolutions		Votes For Shares	% For	Votes Against Shares	% Against	% of ISC* voted	Votes withheld Shares
1	Report & Accounts	307,086,313	99.57	1,327,805	0.43	78.06%	2,809,924
2	Approval of Remuneration Policy	278,345,426	96.40	10,397,058	3.60	73.08%	22,481,558
3	Approval of Remuneration Report	264,500,742	91.60	24,254,693	8.40	73.09%	22,468,607
4	Declaration of Final Dividend	309,857,515	100.00	0	0.00	78.43%	1,366,527
5	Re-election of Bruno Angelici	284,958,441	98.68	3,819,358	1.32	73.09%	22,446,243
6	Re-election of Sir George Buckley	304,063,941	98.14	5,778,372	1.86	78.42%	1,381,729
7	Re-election of Tanya Fratto	308,949,914	99.71	889,375	0.29	78.42%	1,384,753
8	Re-election of Anne Quinn	303,775,205	98.04	6,064,143	1.96	78.42%	1,384,694
9	Re-election of Bill Seeger	308,897,533	99.70	937,821	0.30	78.42%	1,388,688
10	Re-election of Sir Kevin Tebbit	308,586,994	99.68	990,811	0.32	78.36%	1,646,237
11	Election of Chris O'Shea	307,916,451	99.38	1,923,487	0.62	78.42%	1,384,104
12	Election of Andrew Reynolds Smith	309,056,092	99.75	785,994	0.25	78.42%	1,381,956
13	Reappointment of PwC as auditors	301,969,522	97.45	7,908,667	2.55	78.43%	1,345,853
14	Auditors' remuneration	309,608,726	99.92	251,678	0.08	78.43%	1,363,638
15	Authorities to allot shares	289,720,259	94.28	17,585,681	5.72	77.78%	3,918,102
16	Disapplication of pre-emption rights	277,601,938	91.33	26,339,531	8.67	76.93%	7,282,573
17	Market purchase of shares	309,762,168	99.96	114,262	0.04	78.43%	1,347,612
18	Notice period for general meetings	285,559,108	92.15	24,318,193	7.85	78.43%	1,346,741
19	Political donations etc.	293,857,198	96.97	9,167,627	3.03	76.70%	8,199,217
20	Sharesave Scheme	304,086,011	98.14	5,769,050	1.86	78.43%	1,368,981
21	Long Term Incentive Plan	281,386,895	97.84	6,213,016	2.16	72.79%	23,624,131

* ISC = issued share capital of the Company

Notes:

- (i) Where shareholders appointed the Chairman as their proxy with discretion as to voting, their votes were cast in favour of the resolutions and their shares have been included in the "votes for" column.
- (ii) A "vote withheld" is not a vote in law and is not counted in the calculation of the percentages of the votes cast for and against a resolution.
- (iii) There were 395,093,744 ordinary shares of 37.5p in issue at the time of the AGM.
- (iv) Resolutions Nos. 1 to 15 and 19 to 21 were passed as ordinary resolutions. Resolutions Nos. 16 to 18 were passed as special resolutions.

2. LISTING RULE LR 9.6.3 R – COPIES OF AGM RESOLUTIONS

A copy of all the resolutions passed at the AGM held on 17 November 2015 will be uploaded to the UK Financial Conduct Authority National Storage Mechanism. This may be viewed online by visiting the National Storage Mechanism website at www.morningstar.co.uk/uk/NSM.

3. LISTING RULE LR 9.6.11 R – DIRECTORATE CHANGE

Mr David Challen retired as a director and as the Senior Independent Director of the Company and resigned his memberships of all Board Committees at the conclusion of the AGM on 17 November 2015.

Sir Kevin Tebbit took over the role of Senior Independent Director of the Company with effect from the conclusion of the AGM.

Neil Burdett
Deputy Secretary
+44 (0)20 7808 5574
secretary@smiths.com

17 November 2015