

15 NOVEMBER 2016

SMITHS GROUP PLC

1. RESULT OF AGM
2. RESOLUTIONS PASSED AT AGM FILED WITH NATIONAL STORAGE MECHANISM

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 15 November 2016 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](http://www.smiths.com).

Resolutions		Votes For Shares	% For	Votes Against Shares	% Against	% of ISC* voted	Votes withheld Shares
1	Report & Accounts	285,035,735	99.58	1,200,710	0.42	72.39%	490,594
2	Approval of Remuneration Report	269,575,472	97.82	6,021,703	2.18	69.70%	11,129,864
3	Declaration of Final Dividend	286,456,107	>99.99	793	<0.01	72.45%	270,139
4	Re-election of Bruno Angelici	261,184,771	98.69	3,462,761	1.31	66.93%	22,079,507
5	Re-election of Sir George Buckley	279,417,338	97.61	6,839,728	2.39	72.40%	469,973
6	Re-election of Tanya Fratto	285,394,314	99.63	1,045,949	0.37	72.44%	286,776
7	Re-election of Chris O'Shea	285,591,804	99.70	849,373	0.30	72.44%	285,862
8	Re-election of Anne Quinn	285,228,879	99.57	1,218,998	0.43	72.44%	279,162
9	Re-election of Bill Seeger	285,427,942	99.64	1,020,666	0.36	72.44%	278,431
10	Re-election of Andy Reynolds Smith	286,414,808	99.99	28,056	0.01	72.44%	284,175
11	Re-election of Sir Kevin Tebbit	283,035,665	98.81	3,410,973	1.19	72.44%	280,401
12	Election of Mark Seligman	285,481,674	99.66	963,716	0.34	72.44%	281,649
13	Reappointment of PwC as auditors	280,163,760	97.80	6,289,267	2.20	72.44%	274,012
14	Auditors' remuneration	285,912,367	99.82	522,519	0.18	72.44%	292,153
15	Authorities to allot shares	252,212,602	89.73	28,866,817	10.27	71.09%	5,647,620
16	Disapplication of pre-emption rights	265,969,312	94.98	14,052,885	5.02	70.82%	6,704,842
17	Disapplication of pre-emption rights (acquisitions and capital investment)	253,457,563	90.59	26,330,818	9.41	70.76%	6,938,658
18	Market purchase of shares	282,274,277	99.19	2,295,707	0.81	71.97%	2,157,055

19	Notice period for general meetings	257,776,965	90.59	26,789,417	9.41	71.97%	2,160,656
20	Political donations	268,275,804	95.41	12,909,775	4.59	71.11%	5,541,460

\* 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 395,409,581 ordinary shares of 37.5p in issue at the time of the AGM.
- (iv) Resolutions Nos. 1 to 15 and 20 were passed as ordinary resolutions. Resolutions Nos. 16 to 19 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 15 November 2016 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](http://www.morningstar.co.uk/uk/NSM).

Neil Burdett  
Deputy Secretary  
+44 (0)20 7004 1674  
secretary@smiths.com

15 November 2016