

# Notice of Annual General Meeting 2024

## **Circular to shareholders**

The one hundred and tenth Annual General Meeting of Smiths Group plc will be held at Freshfields Bruckhaus Deringer, 100 Bishopsgate, London EC2P 2SR on Wednesday, 13 November 2024 at 10.00am

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 2024 Annual General Meeting (the 'AGM') of Smiths Group plc (the 'Company') will be held at Freshfields Bruckhaus Deringer, 100 Bishopsgate, London EC2P 2SR on Wednesday, 13 November 2024 at 10.00am to consider and, if thought fit, to pass the following resolutions.

We encourage shareholders who are unable to attend the meeting in person to engage with the Board via the Question & Answer ('Q&A') process. Should you wish to ask questions in advance of the meeting, you may do so by emailing [secretary@smiths.com](mailto:secretary@smiths.com). Questions must be submitted before 6.00pm on Wednesday, 6 November 2024. For more information see Note 2 on page 13 of this Notice of Meeting.

### The resolutions

Resolutions 1 to 20 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 21 to 24 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.

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

An explanation of why each resolution is proposed is set out in the notes after each resolution.

### Ordinary resolutions

#### Reports and accounts, final dividend and Directors' remuneration

1. To receive the reports of the Directors and the auditors and the audited accounts for the financial year ended 31 July 2024.

The Directors must present the reports of the Directors and the accounts of the Company for the year ended 31 July 2024 to shareholders at the AGM. The FY2024 Annual Report contains the reports of the Directors (including the Strategic Report), the accounts, and the auditors' report on the accounts and the audited sections of the Directors' Remuneration Report.

2. To declare a final dividend of 30.2 pence per ordinary share recommended by the Directors for the financial year ended 31 July 2024, to be payable on 22 November 2024 to shareholders on the register of members at 6.00pm on 18 October 2024.

In accordance with the Company's Articles of Association, a final dividend can only be paid after shareholders have approved it at a general meeting. The Company stopped issuing dividend cheques in 2019. For shareholders to have dividends paid directly to their bank or building society account they should contact the Company's Registrar, Equiniti, for a copy of the Bank Mandate Form.

3. To approve the Directors' Remuneration Policy set out on pages 109 to 117 of the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 July 2024, such Directors' Remuneration Policy to take effect from the date on which this resolution is passed.

Under Section 439A of the Companies Act 2006 (the 'Act'), the Directors' Remuneration Policy is subject to shareholder approval at least every three years. The Directors' Remuneration Policy is set out on pages 109 to 117 of the FY2024 Annual Report. Shareholders will have a binding vote on this resolution. Once approved, the Directors' Remuneration Policy will take immediate effect and will remain in place until replaced by a new or amended policy. The Company cannot make a remuneration payment to a current or prospective Director, or a payment for loss of office to a current or past Director, unless it aligns with the Directors' Remuneration Policy or has been approved by a shareholder resolution.

4. To approve the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 July 2024.

Under Section 420 of the Act, the Directors must prepare the Directors Remuneration Report. The report includes a statement by the Chair of the Remuneration & People Committee. Under Section 439 of the Act, a resolution for the approval of the report must be put to shareholders, although the vote outcome is advisory only.

### Employee share plan rules

5. That the rules for the Smiths Group Long Term Incentive Plan 2024 (the 'LTIP'), the principal terms of which are summarised in the explanatory note on pages 8 and 9 of this Notice of Meeting, and as shown in the rules of the LTIP produced to the AGM, be approved and adopted, and that the Directors be authorised to do all acts and things that they may consider appropriate to implement the LTIP. This includes the making of any amendments to the rules and any establishment of any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction).
6. That the rules for the Smiths Group Sharesave Scheme 2024 (the 'Sharesave'), the principal terms of which are summarised in the explanatory note on pages 9 and 10 of this Notice of Meeting, and as shown in the rules of the Sharesave produced to the AGM, be approved and adopted, and that the Directors be authorised to do all acts and things that they may consider appropriate to implement the Sharesave. This includes the making of any amendments to the rules and any establishment of any sub-plans for the benefit of employees outside the UK (modified as necessary to take account of relevant exchange control, taxation and securities laws of the relevant jurisdiction).

The Company is seeking shareholder approval for the LTIP rules to replace the Company's Long Term Incentive Plan 2015 rules for which shareholder approval expires in November 2025. The LTIP is a key component of the Group's performance related incentive arrangements. More information is included in the Directors' Remuneration Report in the FY2024 Annual Report.

The Company is also seeking shareholder approval for the Sharesave rules to replace the previous Sharesave rules for which shareholder approval expires in November 2025. The Sharesave is a UK "all employee" share option plan, which is intended to satisfy the requirements of Schedule 3 to the UK Income Tax (Earnings and Pensions) Act 2003 (the 'Income Tax Act') for tax qualifying save as you earn share option plans. It is replacing the existing sharesave plan, first adopted in 1982 and renewed by shareholders on a number of occasions since adoption. The Sharesave will enable participants who acquire shares on the exercise of options granted under the Sharesave to potentially benefit from favourable UK tax treatment.

More information about the employee share plan rules resolutions, including a summary of the rules for how the plans may be operated, can be found on pages 8 to 10 of this Notice of Meeting.

### Election and re-election of Directors

7. To elect Roland Carter as a Director.
8. To elect Alister Cowan as a Director.
9. To re-elect Pam Cheng as a Director.
10. To re-elect Dame Ann Dowling as a Director.
11. To re-elect Karin Hoeing as a Director.
12. To re-elect Richard Howes as a Director.
13. To re-elect Clare Scherrer as a Director.
14. To re-elect Mark Seligman as a Director.
15. To re-elect Noel Tata as a Director.
16. To re-elect Steve Williams as a Director.

As Roland Carter and Alister Cowan have been appointed to the Board since the last AGM, they will retire and stand for election at the AGM. This is in line with the Company's Articles of Association. All other Directors will stand for re-election. 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. The Senior Independent Director confirms the same for the Chairman.

The Nomination & Governance Committee Report on page 85 of the FY2024 Annual Report provides further information in support of the Director re-elections. Detailed biographies of the Directors can be found on pages 11 and 12 of this Notice of Meeting. Their biographies are also available on pages 73 and 74 of the FY2024 Annual Report and on the Company's website, [www.smiths.com](http://www.smiths.com).

### Re-appointment and remuneration of KPMG LLP as auditor

17. 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.
18. To authorise the Audit & Risk Committee, acting for and on behalf of the Board, to determine the remuneration of the auditor.

The Board, on the advice of the Audit & Risk Committee (summarised in the Audit & Risk Committee Report on page 91 of the FY2024 Annual Report), recommends the reappointment of KPMG LLP as auditor, to hold office until the next Annual General Meeting.

Resolution 18 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.

### Political donations

19. That, in accordance with the Sections 366 and 367 of the Act, the Company and its subsidiaries are 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.

The amount authorised under each of paragraph (a) to (c) above shall be limited to an aggregate amount of £50,000. This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2026. All existing authorisations and approvals relating to political donations or expenditure 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.

It is Company policy not to make political donations or to incur political expenditure. However, 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. No political donations were made during FY2024 under the authority granted by shareholders at the 2023 AGM.

The Act requires companies to obtain shareholders' authority for donations to political parties, other political organisations or an independent election candidate in the UK which total more than £5,000 in any twelve month period. Authority is also required for any political expenditure in the UK, subject to limited exceptions.

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' 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. If approved, this authority will expire at the end of the Annual General Meeting in 2025 or close of business on 31 January 2026, whichever comes first.

### Authority to allot shares

20. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £43,070,473, 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 2026 but, in each case, so that 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.

This resolution aims to renew the Directors' authority to allot new shares, or grant rights to subscribe for or convert other securities into shares in the Company, up to a nominal value of £43,070,473. This is approximately one third of the Company's issued ordinary share capital as of 1 October 2024. As of that date, the Company did not hold any treasury shares. If approved, this authority will expire at the end of the Annual General Meeting in 2025 or close of business on 31 January 2026, whichever comes first, unless renewed, changed, or revoked at an earlier date. The Directors currently have no plans to use this authority but want to maintain flexibility in managing the Company's capital.

## Special resolutions

### Disapplication of pre-emption rights

21. That, if Resolution 20 above is passed, the Directors be authorised in accordance with Section 570 and Section 573 of 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 £12,921,142; 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 of Meeting,

such authority to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 January 2026 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.

22. That, subject to the passing of Resolution 20, the Directors be authorised in accordance with Section 570 and Section 573 of the Act, in addition to any authority granted under Resolution 21, 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 20, as if Section 561 of the Act 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 £12,921,142, 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 of Meeting; 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 of Meeting,

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 2026, 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.

If the Directors wish to allot new shares or sell treasury shares for cash (when not related to an employee share scheme), company law requires these shares to be offered to existing shareholders first, in proportion to their current holdings. These are 'pre-emption rights'. The Directors believe it's important to have the flexibility to respond to market opportunities without needing to make a pre-emptive offer to existing shareholders. To endorse this, shareholders are required to waive their pre-emption rights (being the purpose of Resolutions 21 and 22). In each case, if approved, the shares issued will not be offered to existing shareholders in proportion to their current holdings.

Resolution 21 authorises the Directors to allot new shares under the authority granted by Resolution 20 or to sell treasury shares for cash without offering them to existing shareholders first in proportion to their current holdings:

- a) in connection with a rights issue or other pre-emptive issue, allowing for necessary exclusions or arrangements to resolve legal or practical problems, for example, in relation to overseas shareholders;
- b) up to a nominal value of £12,921,142, which is approximately 10% of the Company's total issued ordinary share capital as of 1 October 2024; and
- c) for a follow-on offer, when shares have been allotted under paragraph (b), up to an aggregate nominal amount equal to 20% of the nominal value of shares issued under paragraph (b).

Resolution 22 further authorises the Directors to allot new shares or sell treasury shares for cash, without offering them to existing shareholders first in proportion to their existing holdings:

- a) up to a nominal amount of £12,921,142, which is approximately a further 10% of the Company's issued ordinary share capital as of 1 October 2024. This authority can only be used for (financing or refinancing, if the waiver is used within twelve months of the original transaction) an acquisition or specified capital investment.
- b) for a follow-on offer when shares have been allotted under paragraph (a), up to an aggregate nominal amount equal to 20% of the nominal value of those shares.

These resolutions comply with The Investment Association's 2023 Share Capital Management Guidelines and the Pre-Emption Group's 2022 Statement of Principles. The Directors intend to follow the shareholder protections contained in Section 2B and the expected features of a follow-on offer in paragraph 3 of Section 2B of the Pre-Emption Group's 2022 Statement of Principles.

If passed, the authorities and waivers will expire at the end of the Annual General Meeting in 2025 or close of business on 31 January 2026, whichever comes first, unless previously renewed, varied or revoked at an earlier date.

As of 1 October 2024, the Company did not hold any treasury shares. If in future the Company holds treasury shares, their sale or use will be treated as equivalent to issuing new shares under these resolutions.

### Purchase of own shares

23. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of 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 34,456,378;
- 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 2026; 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 23 requests authority for the Company to purchase its own ordinary shares, up to a maximum of 34,456,378 ordinary shares, which is approximately 10% of the number of ordinary shares in issue at 1 October 2024. If approved, this authority will expire at the end of the Annual General Meeting in 2025 or close of business on 31 January 2026, whichever comes first, unless renewed, changed, or revoked at an earlier date. The Company is subject to the stated upper and lower limits on the price payable, as required by the FCA's Listing Rules.

Under the authority granted by shareholders at the 2023 Annual General Meeting, the Company initiated a share buyback programme in March 2024. As of 1 October 2024, 2,974,542 shares had been purchased under this authority and all shares bought back were cancelled. None were held as treasury shares. Please see page 188 of the FY2024 Annual Report for more information about the share buyback programme.

This authority is sought to ensure the Directors maintain maximum flexibility in response to capital management. In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other organic and inorganic investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase ordinary shares where they consider that this would be in the best interests of shareholders generally and will result in an increase in earnings per share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under the Company's employee share schemes. The Company's current intention is to cancel any repurchased shares but it retains the flexibility to hold any repurchased shares as treasury shares, if it considers this to be in the best interests of the Company. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

As at 1 October 2024, there were 4,632,395 outstanding options and awards, granted under all share schemes operated by the Company. If vested, these options and awards would represent 1.34% of the issued ordinary share capital of the Company. If the authorities to purchase the Company's own shares were exercised in full, that percentage would increase to 1.36%. Regarding the authorities sought under Resolutions 20 to 23, the Directors' intention would be to exercise the authorities given to them by the resolutions in accordance with The Investment Association's 2023 Share Capital Management Guidelines.

### Notice of General Meetings

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

Under the Act, the Company may call a general meeting, other than an Annual General Meeting, by giving 14 clear days' notice to shareholders. Under the Companies (Shareholders' Rights) Regulations 2009, the Company must obtain shareholder approval to hold a general meeting on less than 21 clear days notice, which is being requested in this resolution. The shorter 14 clear days' notice period would not be used routinely but only when the flexibility was justified, and if it was in the best interests of all shareholders. If passed, this resolution would maintain the current position as agreed by shareholders at the 2023 Annual General Meeting. Notwithstanding this authority, Annual General Meeting's still require at least 21 clear days' notice. If granted, this authority will be effective until the conclusion of the Company's next Annual General Meeting.

By order of the Board

**Matthew Whyte**  
Company Secretary

10 October 2024

Registered office:  
Level 10, 255 Blackfriars Road, London SE1 9AX  
Registered in England and Wales no. 00137013

## Employee share plan rules

### Resolution 5: Long Term Incentive Plan 2024

The Company is seeking shareholder approval for the rules for the LTIP to replace the rules for the Company's Long Term Incentive Plan 2015 for which shareholder approval expires in November 2025.

#### Eligibility

Participation in the LTIP is at the discretion of the Remuneration & People Committee (the 'Committee'). All employees of the Company and its subsidiaries (including Executive Directors of the Company) are eligible to participate. The terms on which an Executive Director of the Company participates in the LTIP must always be consistent with the Directors' Remuneration Policy in force from time to time.

#### Grant of awards

Awards can be granted within 42 days of (i) the date the LTIP is approved by shareholders in general meeting, (ii) the announcement of the Company's results for any period, or (iii) any day the Committee resolves circumstances exist that justify the grant of an award outside the normal periods. No awards may be granted under the LTIP more than ten years following the date on which the rules are approved by shareholders.

#### Form of awards

The Committee will determine whether awards will be granted as conditional share awards which entitle participants to acquire or receive shares for no or only a nominal payment, or options which entitle participants to acquire shares following vesting for a pre-determined exercise price (which could be nil). A participant may be granted any form or combination of awards.

The LTIP also provides that where an award involving real shares is not appropriate for legal, regulatory or tax reasons, a phantom award may be granted. This will deliver a cash payment equal to the net benefit a participant would have derived from the vesting or exercise of a share award. In certain circumstances, share based awards or options may be satisfied (in whole or in part) in cash.

#### Value of awards

Awards levels will be determined each year by the Committee. The maximum value of an award that may be granted to an Executive Director of the Company may not exceed the limit stipulated in the Directors' Remuneration Policy in force at the date of grant.

#### Performance conditions

The Committee may determine that the vesting of an award will be dependent upon the satisfaction of one or more performance conditions. Performance conditions will typically be measured over a period of three financial years (with the first financial year being the year in which the award is granted). If an award is subject to more than one performance condition, the Committee may determine that an award should be subdivided and that each part of that award should be subject to a different performance condition. The Committee can set different performance conditions for awards granted in different years (in terms of the type of condition, the weighting given to that condition and the targets applicable to each condition). There will be no retesting of any performance condition. The Committee may vary the performance conditions applying to existing awards if an event occurs or there are circumstances (for example, an acquisition or disposal of a business or a significant part of a business) such

that the conditions are no longer a fair measure of performance provided that, in the reasonable opinion of the Committee, the new conditions are not materially less challenging than the original conditions would have been but for the event or circumstances in question.

#### Malus and clawback

Awards under the LTIP are subject to the Company's malus and clawback policy in force from time to time which provides for the repayment or reduction of an award in certain circumstances. A participant must agree to comply with that policy upon accepting an award.

#### Vesting of awards

The Committee may determine the date or dates on which an award will vest, which will typically be on the third anniversary of the date of grant.

#### Holding periods

Awards may be subject to a mandatory holding period that runs from the date an award vests. During such holding period the relevant shares may not be transferred, assigned, sold, pledged or otherwise or disposed of (other than to satisfy any tax liability incurred in connection with the award). The Committee may exercise its discretion to allow early release of shares subject to a holding period if the participant ceases to be an employee of the Group.

#### Entitlement to dividend equivalents

An award may be granted on the basis that it carries an entitlement to dividend equivalents (being additional shares or cash reflecting the value of the dividends paid on a share during the performance period or vesting period). Dividend equivalents will generally be satisfied in shares on or around the date the award is satisfied but may be satisfied in cash.

#### Cessation of employment

Awards to participants who leave at any time prior to vesting will lapse unless they leave by reason of death, disability, the sale of the participant's employing business or company out of the Group or in other circumstances at the discretion of the Committee ('good leavers'). Awards for good leavers will generally vest at the normal vesting date over a time pro-rated number of shares and to the extent that any performance conditions are met. The Committee may adjust any time pro-rating reduction and/or allow an award to vest early having regard to performance achieved to the date of leaving.

#### Corporate events

If there is a corporate event (for example, a change of control of the Company, or notice is given of a resolution for the voluntary or compulsory winding-up of the Company), awards may vest early, taking account of the extent to which any performance conditions have been met. The Committee will have discretion, in relation to the performance conditions, to adjust the vesting level if it considers that the performance conditions would have been met to a greater or lesser extent at the end of the full three-year performance period. The Committee will in normal circumstances scale down the vesting level of each element having regard to the time that has elapsed between the grant of the award and the date of change of control, but will retain a discretion to disapply the pro-rating calculation (in whole or in part). Alternatively, awards may be exchanged for equivalent awards over shares in the acquiring company. An internal reorganisation to create a new holding company will not result in the accelerated vesting of awards; they will be automatically replaced by awards over shares in the new holding company, unless the Committee determines otherwise.



### Variation of share capital

If there is a variation in the share capital of the Company (including without limitation a capitalisation issue, rights or bonus issue or subdivision or consolidation of share capital, or a reduction of capital, in the event of a demerger or payment of a special dividend) the shares under award may be adjusted to reflect that variation. In addition, on a demerger the Committee may determine for some or all participants that part or all of the awards shall vest and/or that awards held by participants leaving the Group as a result of the demerger should be rolled over into equivalent awards in the demerged company.

### Transferability

Awards under the LTIP are non-transferable, other than to a participant's personal representatives in the event of the participant's death. Any transfer of an award granted under the LTIP, other than as permitted under the LTIP, shall cause that award to lapse. Awards under the LTIP will not form part of a participant's pensionable earnings.

### Rights attaching to shares

Shares allotted or transferred to a participant under the LTIP will rank equally with other shares in issue at the date of issue (except in respect of rights attached to shares which arose prior to the date of vesting).

### Limits on the issue of shares

The LTIP may operate over new issue shares, shares held in treasury or shares purchased in the market. The number of shares that may be issued to satisfy an award shall not, when combined with the total number of shares issued or issuable under options and awards granted in the previous ten years under the LTIP and or any other discretionary executive share plans adopted by the Company, exceed 5% of the Company's issued ordinary share capital. The number of shares that may be issued to satisfy an award shall not, when combined with the total number of shares issued or issuable under options and awards granted in the previous ten years under the LTIP and or any employee share plans adopted by the Company, exceed 10% of the Company's issued ordinary share capital. The satisfaction of awards with treasury shares will be treated as an issue of ordinary shares for the purposes of the above limits for so long as institutional shareholder guidelines recommend this. The percentage limits stated above shall not take into account shares attributable to an award which has been released, lapsed, forfeited or otherwise incapable of realisation. Additional schedules to the rules can be established to operate the LTIP outside the UK. These schedules can vary the rules of the LTIP to take account of any securities, exchange control or taxation laws or regulations. Awards granted under any such schedules will count towards the limits above.

### Amendments to the LTIP

The Committee will have authority to amend the rules of the LTIP, provided that no amendments will materially prejudice the interests of existing participants (except with their prior consent or sanction). In addition, no amendment to the advantage of the participants or eligible employees may be made to provisions relating to the key features of the LTIP without the prior approval of shareholders in general meeting unless the amendment is minor and made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favorable tax, exchange control or regulatory treatment. Key features are: who can be a participant, the limits on the number of shares which can be issued under the LTIP, the basis for determining a participant's entitlement to shares and the terms on which they can be acquired, and the provisions relating to adjustments in the event of a variation in the Company's share capital.

### Resolution 6: Sharesave Scheme 2024

The Company is seeking shareholder approval for the rules for the Sharesave.

The Sharesave is a UK 'all employee' share option plan, which is intended to satisfy the requirements of Schedule 3 of the Income Tax Act for tax qualifying save as you earn share option plans. It is replacing the existing sharesave rules, first adopted on 8 December 1982 and renewed on a number of occasions since adoption. The Sharesave will enable participants who acquire shares on the exercise of options granted under the Sharesave ('Options') to potentially benefit from favourable UK tax treatment.

### Eligibility

All UK-resident employees or full-time Executive Directors of the Company and participating subsidiaries who have been employed for a minimum period (not to exceed five years), and any other employee who is nominated by the Board, are eligible to participate.

### Sharesave Contracts and Options

An eligible employee who applies for an Option must enter into a savings contract under which they agree to save between £5 and £500 per month (or such other amount as may be permitted under the applicable tax legislation from time to time) over either a three or five year period (whichever the employee has chosen).

### Grant of Options

The number of shares over which an Option is granted will be the number that can be acquired at the exercise price with the savings made by the participant, including any tax free bonus payable on the maturity of their savings contract. The exercise price for the Options may not be less than 80 per cent. of the market value for a share at the time of invitation.

### Issue of invitations

Invitations may only be issued within 42 days of (i) the date the Sharesave is approved by shareholders in general meeting, (ii) the announcement of the Company's results for any period, (iii) any day the Board resolves circumstances exist that justify a grant outside the normal periods, or (iv) any date on which any change to legislation affecting Schedule 3 of the Income Tax Act is proposed or made. No invitations may be issued or Options granted under the Sharesave more than ten years following the date on which the rules are approved by shareholders.

### Vesting and exercise

Ordinarily, Options will be exercisable for a period of six months following the maturity of the related savings contract. If not exercised, the Option may lapse at the end of the six months following the maturity of the related savings contract. If the Option lapses, the employee's savings will be returned in full.

### Cessation of employment

Options will generally lapse if a participant ceases employment with the Group, unless they leave by reason of death, injury, disability, redundancy, retirement or the transfer of the employee's employing business or company out of the Group. In those circumstances, a participant will have six months within which to exercise their Options (or 12 months where a personal representative is exercising following a participant's death). In addition, a participant can exercise their Options if they cease to be employed more than three years after grant (except where the employee has been summarily dismissed) for a period of six months following such cessation.

**Corporate events**

If there is a change of control (whether by way of a takeover offer or a scheme of arrangement or compromise), Options may generally be exercised within a period of up to six months from the occurrence of that event. Alternatively, the acquiring company and participant may agree to replace an Option with an equivalent option over shares in the acquiring company. In the event of a voluntary winding up of the Company, Options will be exercisable within the period of two months following the date on which the resolution is passed, failing which the Options shall lapse automatically, provided the Option may not be exercised more than six months following the maturity of the related savings contract.

**Variation of share capital**

If there is a variation in the share capital of the Company (whether by way of capitalisation or rights issue, sub-division or consolidation of the shares or a share capital reduction) the number of shares subject to an Option or the exercise price may, subject to certain requirements, be adjusted to reflect that variation.

**Transferability**

Options are non-transferable, other than to a participant's personal representatives in the event of the participant's death. Any transfer of an Option, other than as permitted under the Sharesave rules, shall cause the Option to lapse. Options will not form part of a participant's pensionable earnings.

**Rights attaching to shares**

Shares allotted or transferred to a participant on the exercise of an Option will rank equally with other shares in issue at the date of issue (except in respect of rights attached to shares which arose prior to the date of exercise).

**Limits on the issue of shares**

The Sharesave may operate over new issue shares, shares held in treasury or shares purchased in the market. The number of shares that may be issued to satisfy an Option shall not, when combined with the total number of shares issued or issuable under options and awards granted in the previous ten years under the Sharesave and under any other employee share plans adopted by the Company, exceed 10% of the Company's issued ordinary share capital. The satisfaction of Options with treasury shares will be treated as an issue of ordinary shares for the purposes of the above limits for so long as institutional shareholder guidelines recommend this. The percentage limits stated above shall not take into account shares attributable to an Option which has been released, lapsed, forfeited or otherwise incapable of realisation. Additional schedules to the rules can be established to operate the Sharesave outside the UK. These schedules can vary the rules of the Sharesave to take account of any securities, exchange control or taxation laws or regulations. Options granted under any such schedules will count towards the limits above.

**Amendments to the Sharesave**

The Board will have authority to amend the rules of the Sharesave, provided that no amendments will materially prejudice the interests of existing participants (except with their prior consent or sanction). In addition, no amendment to the advantage of the participants or eligible employees may be made to provisions relating to the key features of the Sharesave without the prior approval of shareholders in general meeting, unless the amendment is minor and made to benefit the administration of the Sharesave, to take account of a change in legislation or to obtain or maintain favorable tax, exchange control or regulatory treatment. Key features are: who can be a participant, the limits on the number of shares which can be issued under the Sharesave, the basis for determining a participant's entitlement to shares and the terms on which they can be acquired, and the provisions relating to adjustments in the event of a variation in the Company's share capital.

# Board biographies

## Resolutions 7 to 16 – Election and Re-election of Directors

### Resolution 7 – Election of Roland Carter Chief Executive Officer

Appointed: 26 March 2024

**Skills and experience:** Roland has a strong track record of innovation, sustainability and delivering results, with deep operational and strategic experience developed over three decades at Smiths. He has extensive international experience, having worked in France, Germany, the US and China. Roland is a Chartered Engineer, holding both a Bachelor's degree in mechanical engineering and a Master's degree in electronics.

**Career experience:** Prior to Roland's appointment as Chief Executive Officer, he had been with Smiths Group for more than 30 years, holding numerous leadership roles within the business. Before being appointed Chief Executive Officer, Roland was President of Smiths Detection, President of Asia Pacific for Smiths Group and President of Smiths Interconnect.

### Resolution 8 – Election of Alister Cowan Non-executive Director

Appointed: 1 July 2024

**(A)**

**Skills and experience:** Alister has experience at complex global public companies and brings deep and wide-ranging experience in key end markets for Smiths, notably in the energy and chemical sectors. Alister is a graduate of Heriot-Watt University in the UK and a member of the Institute of Chartered Accountants of Scotland, having qualified whilst at KPMG.

**Career experience:** Alister was Chief Financial Officer of Suncor Energy Inc., the US and Canadian listed integrated energy company, from 2014 to 2023. Prior to joining Suncor, Alister served as Chief Financial Officer of Husky Energy Inc. from 2008 to 2014. Before joining Husky Energy, he held various positions with companies throughout Europe, New Zealand and Canada.

**Other significant appointments:** Independent non-executive Director and member of the Audit and Environmental, Health, and Safety & Operational Performance Committees at The Chemours Co.

### Resolution 9 – Re-election of Pam Cheng Non-executive Director

Appointed: 1 March 2020

**(R) (I)**

**Skills and experience:** Pam's experience in the areas of R&D, manufacturing, sales and marketing, commercial operations, supply chain management and technology strengthen the Board's discussions about 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.

**Career experience:** Pam is Executive Vice President, Global Operations, IT & Chief Sustainability Officer at AstraZeneca plc, a multinational pharmaceutical and biopharmaceutical company. Pam assumed additional responsibility for the AstraZeneca sustainability strategy and function in January 2023. Prior to joining AstraZeneca in 2015, Pam was President of MSD (Merck & Co., Inc.) in China. Pam previously held various engineering and project management positions at Universal Oil Products, Union Carbide Corporation and GAF Chemicals.

### Resolution 10 – Re-election of Dame Ann Dowling Non-executive Director

Appointed: 19 September 2018

**(R) (I)**

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

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

### Resolution 11 – Re-election of Karin Hoeing Non-executive Director

Appointed: 2 April 2020

**(N) (R) (I)**

**Skills and experience:** As a current executive with experience of oil & gas, defence, security, and aerospace, Karin brings considerable guidance in ESG and sustainability matters, as well as executive and non-executive succession planning. As Chair of Smiths Remuneration & People Committee, Karin oversees workforce engagement by the Non-executive Directors. Karin holds a Diploma in 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 this she was Group Human Resources Director. Before joining BAE Karin led one of the major international business divisions at Schlumberger, a multinational oil services company. Karin spent 20 years at Schlumberger, where she held several senior HR, marketing, technology and line management leadership positions across Europe, the Middle East and Asia.

**Other significant appointments:** Non-Executive Director at 25x25.

### Resolution 12 – Re-election of Richard Howes Non-executive Director

Appointed: 1 September 2022

**(N) (A)**

**Skills and experience:** Richard brings valuable insight to Board discussions, drawing on his extensive experience in senior financial roles across various sectors within large, listed companies. He holds a BSc in Geography from Loughborough University and is a Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW).

**Career experience:** Richard currently serves as 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.

## Key

**(N)** Nomination & Governance Committee

**(A)** Audit & Risk Committee

**(●)** Committee Chair

**(R)** Remuneration & People Committee

**(I)** Innovation, Sustainability & Excellence Committee

All Non-executive Directors are independent and, in the Chairman's case, independent on appointment.

### Resolution 13 – Re-election of Clare Scherrer Chief Financial Officer

Appointed: 29 April 2022

**Skills and experience:** Clare's background working with and advising a diverse range of global industrial companies provides valuable insight to Board discussions. Her expertise aligns with Smiths' strong position in sectors such as energy, safety & security, and aerospace. She holds a BA from Harvard University and an MBA from the Harvard Business School.

**Career experience:** Prior to Smiths, Clare worked at Goldman Sachs for over 25 years. During her tenure, she was Partner for more than a decade and most recently served as Co-Head of the Global Industrial business. Before joining Smiths, Clare had been a close adviser to the Group for several years, providing guidance on the sale of Smiths Medical. Prior to her time at Goldman Sachs, Clare worked as a consultant at McKinsey & Company.

**Other significant appointments:** Independent Non-executive Director and Member of the Audit Committee of Legrand SA.

### Resolution 14 – Re-election of Mark Seligman Senior Independent Director

Appointed: 16 May 2016

(N) (A)

**Skills and experience:** Mark's extensive non-executive background, including as senior independent director and audit committee chairman at several FTSE 100 companies, is valuable to our Board. During the year Mark was appointed to the role of Senior Independent Director. Mark has significant experience in corporate finance and capital markets, which supports Board discussions on portfolio management and strategy. Mark has an MA in philosophy, politics and economics.

**Career experience:** Mark is a former senior investment banker. During his executive career he held various roles at Credit Suisse, including Chairman of UK Investment Banking.

**Other significant appointments:** Senior Independent Director at NatWest Group plc; Alternate member at Panel on Takeovers and Mergers for the Association for Financial Markets in Europe; and Chairman of the Trustees, Brooklands Museum.

### Resolution 15 – Re-election of Noel Tata Non-executive Director

Appointed: 1 January 2017

(N) (I)

**Skills and experience:** Noel has had a long and successful global business career, providing him with extensive knowledge of the high-growth economies which are crucial for our strategy. His contribution to developing key strategic relationships in Asia has been invaluable 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, until November 2021. Since then, he has held the role of Director and Non-Executive Chairman of TIL.

**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 Limited and Titan Company Ltd.

### Resolution 16 – Re-election of Steve Williams Chairman

Appointed: 1 September 2023

(N) (R)

**Skills and experience:** Steve has over 40 years of global experience, most recently as Chairman and CEO of international businesses. Steve brings a clear focus on ESG matters and has a strong track record of growth and transformation and in creating value for customers, shareholders, employees and communities as both an executive and non-executive director. Steve has a BSc in Engineering.

**Career experience:** Steve was previously a non-executive director at TC Energy Corporation. Steve served as an advisory Board member of Canada's Ecofiscal Commission and a Board member of the business council of Canada until 2019. He served as Chief Executive Officer of Suncor Energy Inc., the US and Canadian listed integrated energy company, from 2012 to 2019 and as President from 2011 to 2018. Steve spent the first 18 years of his career at ExxonMobil in the UK, in a variety of commercial, operational, and technical roles.

**Other significant appointments:** Chairman of Alcoa Corporation and Non-executive Director of Enbridge Inc.

## Key

(N) Nomination & Governance Committee

(A) Audit & Risk Committee

● Committee Chair

(R) Remuneration & People Committee

(I) Innovation, Sustainability & Excellence Committee

All Non-executive Directors are independent and, in the Chairman's case, independent on appointment.

## General notes

1. The statutory Report and Accounts for the Company for its financial year of 2024 are called the FY2024 Annual Report. The Directors' Remuneration Report for 2024, is contained in the FY2024 Annual Report. Resolutions 1 and 4 relate to the approval of (a) the statutory Report and Accounts for 2024; and (b) the Director's Remuneration Report for 2024. Shareholders who have not elected to receive the FY2024 Annual Report in printed form may obtain copies by writing to the Secretary, Smiths Group plc, Level 10, 255 Blackfriars Road, London SE1 9AX, by sending an email to [secretary@smiths.com](mailto:secretary@smiths.com) or by downloading them from the Company's website [www.smiths.com](http://www.smiths.com).

2. Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the AGM relating to the business of the meeting. The Company may cause to answer 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.

Shareholders will be able to submit questions to the AGM in advance by emailing [secretary@smiths.com](mailto:secretary@smiths.com) by 6.00pm on Wednesday, 6 November 2024. Shareholders who submit questions in advance of the AGM should include their full name and Shareholder Reference Number in their email. The responses to the pre-submitted questions will be answered at the AGM. Please note that where several similar questions have been asked these will be grouped accordingly. Those shareholders who have asked questions in advance of the AGM and are unable to attend in person are invited to watch the AGM webcast for the Company's response. The webcast will be broadcast at 10.00am on the day of the AGM and will be available on the Company's website at [www.smiths.com](http://www.smiths.com) following the meeting.

3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM on their behalf. 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.

It is possible for you to appoint a proxy and to submit your proxy votes online by going to Equiniti's Shareview website, [www.shareview.co.uk](http://www.shareview.co.uk), and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

All advance proxy appointments and voting instructions should be submitted by no later than 10.00am on 11 November 2024 (or, in the event of an adjournment, not later than 48 hours before the time of the adjourned meeting). If you return paper and electronic instructions, those received last by the Registrar before 10.00am on 11 November 2024 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. 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 of Meeting. 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 +44 (0)371 384 2943.

4. In order to be valid, any proxy form or other instrument appointing a proxy must be received by one of the following methods:
- 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;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - by appointing and registering the proxy vote electronically by visiting [www.shareview.co.uk](http://www.shareview.co.uk), the on-screen instructions will give details on how to complete the appointment and voting process.
5. 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.
6. Any person to whom this Notice of Meeting 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 or 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.

7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 3 above does not apply to Nominated Persons. The rights described in that paragraph 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.
8. 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 11 November 2024 (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.
9. 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.
10. 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 10.00am on 11 November 2024). 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.
11. 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.
12. 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.
13. 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 10.00 am on 11 November 2024 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.
14. 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.
15. 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).

16. As at 1 October 2024 (being the latest practicable date prior to the publication of this Notice of Meeting) the Company's issued share capital consisted of 344,563,788 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 1 October 2024 was 344,563,788.
17. 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 the Company's registered office: Level 10, 255 Blackfriars Road, London SE1 9AX at an agreed time during normal business hours up to and including the date of the AGM. Please email [secretary@smiths.com](mailto:secretary@smiths.com). In addition, a copy of the Company's Articles of Association is available on our website.
18. 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.
19. Subject to the final dividend being approved at the AGM, it will be payable on 22 November 2024 to the shareholders on the register at the close of business on 18 October 2024.
20. 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:
  - a) 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 2024; or
  - b) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 July 2024 ceasing to hold office since the previous meeting at which annual accounts and reports were laid.
21. A copy of this Notice of Meeting and other information required by Section 311A of the Act can be found at [www.smiths.com](http://www.smiths.com).
22. 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.
23. If shareholders are unable to attend the AGM they will be able to watch the meeting via a webcast which will be broadcast at 10.00am 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 Q&A 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 10 above).

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.

## **If you are unable to attend the AGM, you can still ask a question**

We encourage shareholders who are unable to attend the meeting in person to engage with the Board via the Q&A process.

Should you wish to ask a question in advance of the meeting, you may do so by emailing [secretary@smiths.com](mailto:secretary@smiths.com). Questions must be submitted before 6.00pm on Wednesday, 6 November 2024. For more information see Note 2.

You may watch the AGM webcast to view the response to your question by following the instructions on our website at [www.smiths.com](http://www.smiths.com).

## **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 QR Code below.

