

13 October 2016

### **Annual General Meeting – Tuesday 15 November 2016**

Smiths Group plc has today posted the Notice of its 2016 Annual General Meeting ('AGM') to those shareholders who have not requested email notification of availability of company documents and has made the document available electronically on its website, [www.smiths.com](http://www.smiths.com). In accordance with section 311A of the Companies Act 2006, certain information concerning the AGM is made available here.

#### **Matters set out in the Notice of AGM**

The matters set out in the Notice of AGM comprise the following resolutions:

1. Receive the Annual Report and Accounts
2. Approval of Directors' Remuneration Report
3. Declaration of a final dividend
4. Re-election of Mr B.F.J. Angelici as a director
5. Re-election of Sir George Buckley as a director
6. Re-election of Ms T.D. Fratto as a director
7. Re-election of Mr C.M. O'Shea as a director
8. Re-election of Ms A.C. Quinn as a director
9. Re-election of Mr W.C. Seeger as a director
10. Re-election of Mr A. Reynolds Smith as a director
11. Re-election of Sir Kevin Tebbit as a director
12. Election of Mr M.D. Seligman as a director
13. Reappointment of PricewaterhouseCoopers LLP as auditors
14. Auditors' remuneration
15. Authority to issue shares pursuant to Section 551 of Companies Act 2006
- 16.\* Authority to disapply pre-emption rights
- 17.\* Additional authority to disapply pre-emption rights for financing or refinancing particular acquisitions and other capital investments
- 18.\* Authority to make market purchases of shares
- 19.\* Authority to call general meetings other than annual general meetings on not less than 14 clear days' notice
20. Authority to make political donations and expenditure

*\* indicates a special resolution*

No members' statements, members' resolutions or members' matters of business have been notified to Smiths Group plc at this time.

The Notice of AGM, including the full text of the resolutions and explanatory information, can be viewed on the Smiths Group website, [www.smiths.com](http://www.smiths.com). Printed copies of the Notice of AGM and the Annual Report 2016 may be obtained, free of charge, by writing to 'The Company Secretary, Smiths Group plc, 4th Floor, 11-12 St James's Square, London SW1Y 4LB, UK' or sending an e-mail request to [secretary@smiths.com](mailto:secretary@smiths.com).

### **Share capital information and voting rights**

On 5 October 2016, the last practicable date prior to printing the Notice of AGM, the issued share capital of Smiths Group plc comprised solely of 395,406,482 ordinary shares of 37.5p each nominal value ('ordinary shares'), all of which have been admitted to the Official List of the FCA and admitted to trading on the London Stock Exchange.

Each ordinary share has one vote on a poll. It is intended that the resolutions proposed at the AGM will be subject to voting by poll.

Smiths Group plc does not hold any shares in treasury.

Therefore, the total number of voting rights in Smiths Group plc on 5 October 2016 was 395,406,482.

At close of business on 12 October 2016, the number of ordinary shares in issue and the total voting rights in Smiths Group plc was 395,407,864.

In order to be entitled to attend and 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 13 November 2016 (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 attend and vote at the meeting. Any share issued and allotted after the relevant deadline shall be disregarded for the purpose of determining voting rights at the meeting. The total number of voting rights which shall be capable of being exercised at the AGM shall be the number of ordinary shares in issue at 6.30pm on 13 November 2016 (or the relevant deadline in the event of any adjournment.)

Periodic information on the total number of voting rights in Smiths Group plc is disclosed at the end of each calendar month by an announcement, released through a Regulated Information Service that is approved by the Financial Conduct Authority, which may be accessed through the Regulatory News section of the Company's website at [www.smiths.com/regulatory-news.aspx](http://www.smiths.com/regulatory-news.aspx).