

SMITH & NEPHEW PLC ROLE OF SENIOR INDEPENDENT DIRECTOR

The role of the Senior Independent Director is to act as a support to the Chair, to be a point of contact for shareholders in certain circumstances and to assist in resolving issues in periods of stress.

The Senior Independent Director's principal duties and responsibilities are:

1. Chair

- Acting as sounding board for the Chair and providing support to the Chair in delivering on his or her objectives.
- On behalf of the full Board, leading the annual evaluation of the Chair's performance in accordance with the UK Corporate Governance Code.
- Chairing meetings of the Nomination & Governance Committee when it is considering succession to the role of the Chair of the Board

2. Shareholders

- Being available to shareholders if they have concerns which contact through the normal channels of Chair, Chief Executive Officer or Chief Financial Officer has failed to resolve or where such contact is inappropriate.
- Attending sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

3. Issues

- Working with the Chair and other directors to resolve contentious issues, for example, a dispute between the Chief Executive and the Chair, concern from shareholders that their concerns are not being addressed, a perception that decisions are being made without the approval of the full Board, or that succession planning is being ignored.

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