



Smith+Nephew

Notice of Annual
General Meeting 2023

Life Unlimited

**Wednesday 26 April 2023 at 12:00 pm
Smith+Nephew Academy London,
Building 5, Croxley Park, Hatters Lane,
Watford, WD18 8YE.**

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION.**

It contains the resolutions to be voted on at the Company's Annual General Meeting to be held on Wednesday 26 April 2023 at 12:00 pm. If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (or, if you are resident outside the UK, an appropriately qualified independent financial adviser). If you have sold or transferred all of your shares in Smith & Nephew plc please forward this document, together with the accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was arranged for onward transmission to the purchaser or transferee.

Annual General Meeting 2023

Dear Shareholder

The Annual General Meeting for 2023 (the 'AGM') of Smith & Nephew plc (the 'Company') is to be held at 12:00 pm on Wednesday 26 April 2023.

The physical location of the AGM is Smith+Nephew Academy London, Building 5, Croxley Park, Hatters Lane, Watford, WD18 8YE. Please refer to the map on the back cover for the location of the meeting. The meeting will commence at 12:00 pm with doors opening from 11:00 am.

The safety of our shareholders is always our main priority. Security controls may be put in place as a condition to entry to Smith+Nephew Academy London. We also would like to remind shareholders not to attend the meeting if feeling unwell or experiencing Covid symptoms.

Our Academy London is used by surgeons who frequently attend hospitals and treat patients, as such we must be vigilant on biosecurity and ensure protocols are followed.

Notice of the AGM ('Notice of Meeting') is contained on pages 4–5 of this document. In addition to the resolutions that we regularly bring to shareholders at our AGMs, the business of the meeting includes resolutions proposing the adoption of the new Directors' Remuneration Policy. A detailed explanation of the business to be conducted at the AGM can be found on pages 6–11.



Reflections and thanks

As many of you are aware, this will be my final AGM.

My thanks go to the Board for their commitment, contribution and dedication during 2022.

I would also like to thank all of our shareholders for their continued support during a challenging year for the Company. It has been an honour to serve as your Chair during my tenure.

We announced on 17 February 2023 that subject to shareholder approval, Rupert Soames OBE will be appointed to the Board as an Independent Non-Executive Director and Chair Designate.

In order to ensure a smooth transition to Rupert, I have agreed to remain as Chair until 15 September 2023 and I am putting myself forward for re-election at this AGM on this basis.

I firmly believe the management alignment and focus on execution at pace, the strong culture embedded within the organisation and our leading portfolio of innovation together give Smith+Nephew the platform to deliver its full potential.



Notice of Meeting



Explanatory Notes

Directors

In accordance with the UK Corporate Governance Code 2018 (the 'Code') and the Company's Articles of Association, all Directors of the Company (the 'Directors') will stand for election or re-election at the AGM. Accordingly, as part of the ordinary business of the meeting, resolutions 5 to 16 inclusive are to elect or re-elect Directors. Biographical details of the Directors together with the importance of their contribution to the success of the Company and the reasons for their election or re-election are included in the explanatory notes to the Notice of Meeting. Following formal performance evaluations, the Board of Directors of the Company (the 'Board') has concluded that each of the Directors proposed to be elected or re-elected at the AGM continues to be effective and to demonstrate commitment to their respective roles.

Since the last AGM, and as announced on 20 June 2022, Robin Freestone stood down as Senior Independent Director and as a Non-Executive Director of the Company with effect from 30 September 2022. Marc Owen (Non-Executive Director) was appointed as Senior Independent Director with effect from the same date.

Subject to shareholder approval, Rupert Soames will be appointed as an Independent Non-Executive Director of the Company with effect from the date of this AGM. Upon appointment, he will become a member of the Nomination & Governance Committee and the Remuneration Committee. Rupert has extensive global leadership experience in both executive and non-executive roles. Most recently, he served as Chief Executive Officer of Serco Group plc, the global outsourced services provider.

Remuneration Policy

Resolution 2 proposes the approval of the Directors' Remuneration Policy, which describes the Company's policy relating to the Directors' remuneration. Please see pages 119–128 of the Company's Annual Report for the financial year ended 31 December 2022 for more information on our proposed Remuneration Policy.

Recommendations

The Board recommends voting in favour of all the resolutions proposed as, in the Board's opinion, all resolutions are in the best interests of the Company and its shareholders as a whole.

We very much look forward to welcoming shareholders to attend and participate at the Company's AGM. If you are not able to attend the meeting physically, your vote is still important to us and I would urge you to register, in advance, your proxy appointment electronically via our Registrar's website at www.investorcentre.co.uk/eproxy, via CREST, or by returning the enclosed Form of Proxy in accordance with the instructions printed thereon, by 12:00 pm on Monday, 24 April 2023.

Yours sincerely,

Roberto Quarta
Chair

21 February 2023

Notice of Meeting

Notice is hereby given that the eighty-sixth Annual General Meeting of the members of Smith & Nephew plc will be held on Wednesday 26 April 2023 at 12:00 pm at Smith+Nephew Academy London, Building 5, Croxley Park, Hatters Lane, Watford, WD18 8YE, to consider and, if thought fit, to pass the following resolutions. Voting on all resolutions will be by way of a poll.

All resolutions will be proposed as ordinary resolutions, save for resolutions 20, 21, 22 and 23 which will be proposed as special resolutions.

Ordinary resolutions

1. To receive the audited accounts for the financial year ended 31 December 2022 together with the reports of the Directors and the Auditor thereon (together the '2022 Annual Report').
2. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the Company's 2022 Annual Report (pages 119–128 of the 2022 Annual Report).
3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, in the form set out in the Company's Annual Report for the financial year ended 31 December 2022 (pages 116–145 of the 2022 Annual Report).
4. To declare a final dividend recommended by the Directors of 23.1 US cents per ordinary share in respect of the year ended 31 December 2022 payable on 17 May 2023 to shareholders on the register of the Company at the close of business on 31 March 2023.
5. To elect Rupert Soames OBE as a Director of the Company.
6. To re-elect Erik Engstrom as a Director of the Company.
7. To re-elect Jo Hallas as a Director of the Company.
8. To re-elect John Ma as a Director of the Company.
9. To re-elect Katarzyna Mazur-Hofsjaess as a Director of the Company.
10. To re-elect Rick Medlock as a Director of the Company.
11. To re-elect Deepak Nath as a Director of the Company.

12. To re-elect Anne-Françoise Nesmes as a Director of the Company.
13. To re-elect Marc Owen as a Director of the Company.
14. To re-elect Roberto Quarta as a Director of the Company.
15. To re-elect Angie Risley as a Director of the Company.
16. To re-elect Bob White as a Director of the Company.
17. To re-appoint KPMG LLP as the Auditor of the Company.
18. To authorise the Directors to determine the remuneration of the Auditor of the Company.
19. To generally and unconditionally authorise the Directors pursuant to section 551 of the Companies Act 2006 (the 'Act'), and as permitted by the Company's Articles of Association, to exercise all their powers to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of US\$58,223,761 – such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum; and
 - (b) comprising equity securities (as defined in section 560 of the Act) in the Company up to a nominal amount of US\$116,447,523 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and, in both cases, so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The authorisations pursuant to this resolution 19 shall expire at the conclusion of the Annual General Meeting of the Company in 2024 or at the close of business on 25 July 2024, whichever is earlier (unless the resolution is previously renewed, varied or revoked by the Company in a General Meeting). However, if the Company, before such authority expires, makes any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after this authority expires, the Directors may allot such shares and grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.

Special resolutions

20. That, subject to the passing of resolution 19, and in place of all existing powers given to them (but without prejudice to the continuing power of the Directors pursuant to an offer or agreement made by the Company before the expiry of the power pursuant to which such offer or agreement was made), the Directors be and are hereby generally given power, pursuant to sections 570(1) and 573 of the Act, to allot equity securities (as defined in section 560 of the Act) in the Company for cash, either pursuant to the authority granted by resolution 19 and/or through the sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment or sale, provided such power shall be limited:
 - (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (a) of resolution 19, by way of a rights issue only) to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) in the case of the authority granted under paragraph (a) of resolution 19 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares for cash otherwise than pursuant to paragraph (a) above up to an aggregate nominal amount of US\$17,467,128; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) or (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine 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,

such authority to expire at the conclusion of the Annual General Meeting of the Company in 2024 or at the close of business on 25 July 2024, whichever is earlier (unless the resolution is previously renewed, varied or revoked by the Company in a General Meeting). In each case, prior to its expiry the Company may make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after this power ends and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if this power had not expired.

- 21. That, subject to the passing of resolution 19, the Directors be and are hereby generally given the power, in addition to any power granted pursuant to resolution 20, to allot equity securities (as defined in section 560 of the Act) in the Company for cash under the authority given by paragraph (a) of that resolution 19 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, provided such power be limited:

- (a) to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of US\$17,467,128; and
- (b) such authority is to be used only 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 of the Company determine to be an acquisition or other 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, or for the purposes of refinancing such a transaction within six months of its taking place; and
- (c) such authority to expire at the conclusion of the Annual General Meeting of the Company in 2024 or at the close of business on 25 July 2024, whichever is earlier (unless the resolution is previously renewed, varied or revoked by the Company in a General Meeting). In each case, prior to its expiry the Company may make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after this power expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if this power had not expired.

- 22. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 20 US cents each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share plans, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 87,335,642;
- (b) the minimum price that may be paid for each ordinary share is 20 US cents which amount is exclusive of expenses, if any; and

- (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105 percent of the average of the middle market quotations of an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the 5 business days immediately preceding the day on which such share is contracted to be 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 venues where the purchase is carried out;

such authority to apply, unless previously renewed, varied or revoked by the Company at a General Meeting, until the conclusion of the Annual General Meeting of the Company in 2024 or at the close of business on 25 July 2024, whichever is the earlier.

The Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

- 23. That a General Meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board, 21 February 2023.



Helen Barraclough
Company Secretary

Registered office

Building 5, Croxley Park
Hatters Lane, Watford
Hertfordshire WD18 8YE

Registered in England and Wales
No. 324357

Explanatory notes

The notes on the following pages explain the proposed resolutions.

Resolutions 1 to 19 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 20 to 23 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.

Notwithstanding this, the Board is mindful of the Investment Association's Public Register which identifies any listed company that has received 20% or more votes against a resolution put to shareholders. If such circumstance arose, the Board would adhere to the requirements under the Code.

Voting on the resolutions at the AGM will be by way of a poll, rather than on a show of hands. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held and this will ensure an exact and definitive result.

Resolution 1: Report and accounts

This is a standard and necessary resolution common to all Annual General Meetings.

Resolution 2 and 3: Directors' Remuneration Policy and Report

The Directors' Remuneration Policy, which describes the Company's policy relating to the Directors' remuneration, is set out on pages 119–128 of the 2022 Annual Report. This policy is subject to a binding shareholder vote by ordinary resolution at least every three years and will therefore be put to shareholders at the AGM (resolution 2).

All UK-listed companies are required to put their Directors' Remuneration Report to shareholders. The full Directors' Remuneration Report can be found on pages 116–145 of the 2022 Annual Report. It gives details of your Directors' remuneration for the financial year ended 31 December 2022 and sets out the way in which the Company will implement its policy on Directors' remuneration in 2023.

The Auditor has audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on pages 148–163 of the 2022 Annual Report.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the Directors' Remuneration Report (resolution 3).

The vote on the Directors' Remuneration Report is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

Resolution 4: Dividend

The proposed dividend is declared as a final dividend and, as such, is dependent on shareholder approval.

Please note that following shareholder approval on 11 April 2019, all dividends are no longer paid by cheque. If you have not yet done so, you will need to provide the Company's Registrar, Computershare (details noted below), with your alternative dividend payment instruction as soon as possible to prevent any further delays to the payment of your dividends.

The Company operates a Dividend Reinvestment Plan ('DRIP'). Shareholders who elect for the DRIP will automatically receive shares for all future dividends. Shareholders may cancel the election at any time by contacting the Company's Registrar, Computershare, at:

**Computershare Investor Centre
The Pavilions
Bridgwater Road
Bristol
United Kingdom
BS99 6ZZ**

Telephone 0370 703 0047
or +44 (0)117 378 5450
(if calling from outside the UK).

Lines are open 8:30 am to 5:30 pm (UK time),
Monday to Friday (excluding public holidays
in England and Wales).

Resolutions 5 to 16: Election and re-election of Directors

Under the Company's Articles of Association (the 'Articles') and, in accordance with the Code, Directors appointed by the Board are required to submit themselves for election at the first Annual General Meeting following their appointment, and each Director who is a Director at the date of this Notice shall retire from office at the AGM and will be subject to re-election. A retiring Director retains office until the meeting appoints someone in their place, or, if it does not do so, until the conclusion of the meeting.

The Board has reviewed the independence of each Non-Executive member of the Board and determined that they are each independent from the Company's management. The Board has also formally reviewed the performance of each Director and determined that they each continue to perform effectively and make an effective contribution to the work of the Board, and demonstrate commitment to the role, including commitment of time for the Board and the relevant committee meetings and all other applicable duties. As part of this, the Board has deemed that each Director's contribution continues to be important to the Company's long-term sustainable success and recommends that all Directors standing for election or re-election (as applicable) should be re-appointed for a further year, save for Roberto Quarta who will step down as Chair and Non-Executive Director on 15 September 2023.

The Board therefore proposes the election and re-election (as applicable) of all Directors. Biographical details for each of the Directors together with an explanation of the importance of their contribution to the Company and the reasons for their election or re-election are now given on pages 7–9.

Board of Directors

Committee key

Member of the Audit Committee

Member of the Nomination & Governance Committee

Committee Chair

Member of the Remuneration Committee

Member of the Compliance & Culture Committee

Roberto Quarta

Chair

Appointed as an Independent Non-Executive Director in December 2013 and appointed Chair at the 2014 Annual General Meeting



N R

Key skills and competencies:

Roberto's career in private equity brings valuable experience to Smith+Nephew, particularly when evaluating acquisitions and new business opportunities. He has an in-depth understanding of differing global governance requirements having served as a director and chair of a number of UK and international companies.

Current external appointments:

- Chair of WPP plc.
- Partner at Clayton Dubilier & Rice, LLC and Chair of CD&R Europe.
- Independent Non-Executive Director of Gulf Capital.

Previous experience:

He has held several board positions, including Non-Executive Director of Powergen plc, Equant N.V., BAE Systems plc and Foster Wheeler AG. His previous chairmanships include Italtel S.p.A., Rexel SA, IMI plc and SPIE SA. Roberto was a former member of the Investment Committee of Fondo Strategico Italiano S.p.A.

Nationality:

American/Italian

Rupert Soames

Chair Designate

To be appointed as Independent Non-Executive Director on 26 April 2023, subject to shareholder approval. Member of the Nomination & Governance and Remuneration Committees upon appointment and will succeed Roberto Quarta as Chair in September 2023



Key skills and competencies:

Rupert has extensive global leadership experience, a proven track record of delivering shareholder value and a deep understanding of UK corporate governance. For more than eight years as Chief Executive Officer of Serco Group plc, Rupert led the transformation and delivered significant improvements to profitability transitioning the group's strategy from turnaround to growth.

Current external appointments:

- Advisor to Serco Group plc, will retire in September 2023.

Previous experience:

Rupert stepped down in December 2022 as Group Chief Executive from Serco Group plc, the specialist services business in Health, Defence, Transport and Immigration, employing c.53,000 people and operating in 16 countries. He joined Serco

Group plc from Aggreko plc where he was Chief Executive Officer for 11 years and prior to that he was at software company Misys plc as Chief Executive of its Banking and Securities Division. He spent the first 16 years of his career at GEC plc. He studied Politics, Philosophy & Economics at Oxford University and was President of the Oxford Union. Rupert was a Non-Executive Director of DS Smith the FTSE 100 packaging company until September 2022 and was previously Senior Independent Director of Electrocomponents plc (now RS Group). He was a member of the Audit, Remuneration and Nomination Committees for both companies. Rupert is a Visiting Fellow at Oxford University, and a Visiting Professor of Aston University.

Nationality:

British

Deepak Nath

Chief Executive Officer

Appointed Chief Executive Officer in April 2022



Key skills and competencies:

Deepak brings global leadership and risk-management expertise and has a track record of driving growth at major healthcare companies through delivering a significant improvement in execution and building a strong results-focused culture.

Current external appointments:

None.

Previous experience:

He began his career as a scientist in computational physics at Lawrence Livermore National Laboratory and holds a BSc and MSc in Mechanical Engineering and a PhD in Theoretical Mechanics from the University of California, Berkeley. Prior to joining Siemens Healthineers, he held roles at both Amgen and McKinsey and spent 10 years at Abbott Laboratories, Inc. culminating in his appointment as President of Abbott Vascular. At Siemens Healthineers (2018–2022) he was President of the Diagnostics business responsible for \$6 billion of revenue and 15,000 employees.

Nationality:

American

Anne-Françoise Nesmes

Chief Financial Officer

Appointed Chief Financial Officer in July 2020



Key skills and competencies:

Anne-Françoise has worked as a senior finance executive in global FTSE listed companies for many years, which alongside a strong business acumen and deep sector knowledge provides her with the experience required to be part of the Smith+Nephew leadership team. She demonstrates a high competency for delivering operational excellence across different geographic markets and leading large teams who are responsible for significant budgets. She has an impressive background and her ability to translate financial insights into results helps guide Smith+Nephew.

Current external appointments:

- NED and Chair of the Audit Committee at Compass Group plc.

Previous experience:

Anne-Françoise joined GlaxoSmithKline plc in 1997 where she worked for 16 years, holding multiple senior roles including Senior Vice President, Global Vaccines. Anne-Françoise served as Chief Financial Officer for Dechra Pharmaceuticals plc in 2013 where she successfully implemented financial strategies to support the growth of the business. She was Chief Financial Officer of Merlin Entertainments Limited (formerly Merlin Entertainments plc) from 2016 to 2020.

Nationality:

British/French

Explanatory notes continued

Board of Directors continued

Marc Owen

Senior Independent Director

Appointed Independent Non-Executive Director in October 2017 and Senior Independent Director in September 2022



Key skills and competencies:

Marc is a proven leader with an astute strategic vision, capable of building significant international healthcare businesses. He has strong commercial healthcare expertise.

Current external appointments:

None.

Previous experience:

Marc commenced his healthcare and technology career at McKinsey & Company where he progressed to senior partner and eventually a founding partner of McKinsey's Business Technology Office. In 2001, Marc joined McKesson Corporation and served as Executive Vice President and member of their Executive Committee. He delivered strategic objectives and led over 40 acquisitions and divestments over a 10-year period.

In late 2011, he headed McKesson Speciality Health, which operates over 130 cancer centres across the US and provides market intelligence, supply chain services, patient access to therapy, provider and patient engagement and clinical trial support. In 2014, he was appointed Chair of the European Management Board at Celesio AG. He retired in March 2017 once he had improved operations, set the strategy and recruited his successor.

Nationality:

British/American

Jo Hallas

Independent Non-Executive Director

Appointed Independent Non-Executive Director in February 2022



Key skills and competencies:

Jo has extensive international experience focused on business transformation through both organic and acquisitive growth in global industrial and consumer sectors. She brings valuable expertise which will help Smith+Nephew build upon and achieve our strategic ambitions.

Current external appointments:

– Chief Executive Officer of Tyman plc.

Previous experience:

Jo commenced her career at Procter & Gamble based in Germany, the US, Thailand and the Netherlands. She then joined Bosch where she held a business unit leadership role in their Power Tools division followed by Invensys in 2009 where she ran their global heating controls business unit including launching its first smart home offer. She then moved to Spectris plc, where she had responsibility for a portfolio of global industrial technology businesses, as well as for the Group's digital strategy. Since 2019, Jo has served as Chief Executive Officer for Tyman plc where she has made sustainability a core foundation of the group's strategy. Jo was also previously Chair of the Remuneration Committee for Norcris plc.

Nationality:

British

Erik Engstrom

Independent Non-Executive Director

Appointed Independent Non-Executive Director in January 2015



Key skills and competencies:

Erik has successfully reshaped RELX Group's business in terms of portfolio and geographies. He brings a deep understanding of how technology can be used to transform a business and insight into the development of new commercial models that deliver attractive economics. His experience as a Chief Executive Officer of a global company gives him valuable insights as a member of our Audit and Nomination & Governance Committees.

Current external appointments:

– Chief Executive Officer of RELX Group.

Previous experience:

Erik commenced his career at McKinsey & Company and then worked in publishing, latterly as President and Chief Operating Officer of Random House Inc. and as President and Chief Executive Officer of Bantam Doubleday Dell, North America. In 2001, he moved on to be a partner at General Atlantic Partners, a private equity investment firm. Between 2004 and 2009, he was Chief Executive Officer of Elsevier, the division specialising in scientific and medical information and then from 2009 Chief Executive Officer of RELX Group.

Nationality:

Swedish

John Ma

Independent Non-Executive Director

Appointed Independent Non-Executive Director in February 2021



Key skills and competencies:

John has an impressive track record in medical device businesses and his contribution provides value as Smith+Nephew continues to develop innovative ways to grow and serve our markets with a focus towards Asia Pacific regions. He is an established healthcare leader and has strong experience of driving market entry and growth within emerging markets.

Current external appointments:

– Founder, Chair and Chief Executive of Ronovo Surgical.

Previous experience:

In 2000, John joined GE Healthcare and became Vice President and General Manager of their Global Product Company in China. John has also held a number of senior positions as President of Asia Pacific regions at Pentair Inc., Vice President of Express Scripts Inc., and Global Partner of Fosun Group.

He initially joined Fosun Pharma to lead their medical device business and in 2014 became President of Fosun Healthcare Holdings. He served as a key member of their healthcare investment committee which went on to establish a global presence across the US, Europe, Israel and China. In 2017, John joined Intuitive Surgical as their Senior Vice President of Strategic Growth Initiatives. He has previously served as a NED for both Haier Electronics Group and Clinical Innovations LLC.

Nationality:

American

Katarzyna Mazur-Hofsaess

Independent

Non-Executive Director

Appointed Independent Non-Executive Director in November 2020



C

Key skills and competencies:

Katarzyna demonstrates a true passion for customer focus and maintains an impressive track record in senior leadership within the MedTech industry. She is a qualified medical doctor (Ph.D.), has an Executive MBA from the University of Minnesota and has a wealth of experience in medical devices and orthopaedic sectors. Her Chief Executive Officer experience of a global company and valuable industry knowledge will help drive innovation and ensure the continued development of Smith+Nephew.

Current external appointments:

- Chief Executive Officer, EMEA, at Fresenius Medical Care AG & Co. KgaA.

Previous experience:

Katarzyna commenced her corporate career in 1998 at Roche in Poland, prior to becoming General Manager for Poland of Allergy Therapeutics plc. In 2001, Katarzyna joined Abbott Laboratories initially to manage their diabetes care division in Poland and became country General Manager. Over the next nine years, her career at Abbott progressed becoming Divisional Vice President Abbott Diagnostics for Europe. In 2010, she became President of EMEA at Zimmer and then led the operations of Zimmer Biomet in EMEA. In 2018, Katarzyna became Chief Executive Officer for the €2.7 billion EMEA renal care business of Fresenius Medical Care, and in January 2022 took over responsibility for the Care Enablement organisation.

Nationality:

German/Polish

Rick Medlock

Independent

Non-Executive Director

Appointed Independent Non-Executive Director in April 2020



A

Key skills and competencies:

Rick has extensive experience and a deep understanding of technology focused R&D businesses. He has driven value and transformation throughout his executive career which will further reinforce the ability of Smith+Nephew to grow and develop into new and existing markets. Rick brings significant financial and risk management expertise as a well-regarded former FTSE 100 Chief Financial Officer, NED and Audit Committee Chair.

Current external appointments:

- NED and member of the Audit, Risk and Compliance Committee at Datatec Ltd.
- NED and Chair of the Audit Committee at Deliveroo.

Previous experience:

Rick has had a highly successful career as a strong commercial Chief Financial Officer in the technology industry, working for a range of international FTSE 100 and NASDAQ listed businesses during periods of high growth. He has held a number of Chief Financial Officer positions throughout his career, including at NDS Group plc, Inmarsat plc and Worldpay Group plc. Rick brings a wealth of experience as a former NED and Audit Committee Chair of several technology driven businesses, such as Sophos Group plc, Edwards Vacuum, and Thus plc. Rick was also previously Chair of BluJay Solutions Ltd, Chair of Momondo Group and Chair of the Audit Committee for LoveFilm UK Limited.

Nationality:

British

Angie Risley

Independent

Non-Executive Director

Appointed Independent Non-Executive Director in September 2017



C R N

Key skills and competencies:

Angie has gained experience in a wide range of sectors, including a regulated environment. This diversity of experience is welcomed by the Board and the Remuneration Committee. Angie is also an additional resource and sounding board for Smith+Nephew's own internal Human Resources function.

Current external appointments:

- J Sainsbury plc Group HRD and member of their Operating Board.

Previous experience:

Between 2007–2013 Angie was the Group HR Director for Lloyds Banking Group, joining J Sainsbury plc as Group HR Director and a member of their Operating Board in January 2013. Over the years, Angie has been a member of the Low Pay Commission and has held a number of Non-Executive Directorships with Biffa plc, Arriva and Serco Group plc, and now Smith+Nephew. At Serco Group plc she was the Chair of the Remuneration Committee. Previously she has attended Remuneration Committees of Whitbread plc, Lloyds Bank.

Nationality:

British

Bob White

Independent

Non-Executive Director

Appointed Independent Non-Executive Director in May 2020



C R

Key skills and competencies:

Bob is an experienced leader with more than 25 years' worth of industry relevant experience. He is an influential and well-known figure in the medical technology sector and has an impressive track record in delivering growth and fostering innovation. He brings valuable global medical technology insight to the Board, which will prove fundamental in helping to shape and develop the future strategic direction of Smith+Nephew healthcare expertise.

Current external appointments:

- Executive Vice President and President, Medical Surgical Portfolio at Medtronic plc.

Previous experience:

Bob has held a number of senior Vice President positions throughout his career, including at Chemdex Corporation, Accelrys Inc., SourceOne Healthcare Technologies, Inc., GE Healthcare and Covidien as President for Emerging Markets and President for Respiratory and Monitoring Solutions. He then became Senior Vice President and President of Medtronic Asia Pacific, having led the integration of Covidien Asia Pacific when it was acquired by Medtronic plc in 2015.

Nationality:

American

Resolutions 17 and 18: Appointment and remuneration of the Auditor

The Auditor of the Company must be appointed at each General Meeting at which accounts are laid. Resolution 17 proposes the re-appointment of KPMG LLP as the Company's Auditor to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which the accounts are laid before the Company (being the next Annual General Meeting of the Company).

Resolution 18 proposes that the Auditor's remuneration be determined by the Directors. The Board will delegate this authority to the Audit Committee pursuant to and in accordance with the Competition and Markets Authority Audit Order 2014.

Resolution 19: General authority to allot shares

Under section 551 of the Act, the Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The section 551 authority conferred on the Directors at last year's Annual General Meeting expires at the conclusion of this year's AGM.

Paragraph (a) of resolution 19 seeks to renew the Directors' general authority to allot shares up to an aggregate nominal amount of US\$58,223,761 (representing 291,118,807 shares) as permitted by the Articles and pursuant to the provisions of section 551 of the Act. This amount represents no more than 33.33 percent (i.e. one-third) of the Company's issued share capital (excluding treasury shares) as at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting).

Paragraph (b) of resolution 19 would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a rights issue in favour of shareholders up to an aggregate nominal amount equal to US\$116,447,523 (representing 582,237,615 shares), as reduced by the nominal amount of any shares issued under paragraph (a) of the resolution). This amount (before any reduction) represents no more than two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting).

Resolution 19 will be proposed as an ordinary resolution. Other than in connection with the Company's various share-based plans for senior executives and employees, the Board has no present intention of allotting any of these shares but considers it prudent to maintain the flexibility that this authority provides.

The authorities sought under this resolution will expire at the conclusion of the Annual General Meeting in 2024 or at the close of business on 25 July 2024, whichever is the earlier (unless previously renewed, varied or revoked by the Company in a General Meeting). At 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting), the Company held 4,293,580 ordinary shares in treasury. This amount represents 0.49 percent of the Company's issued share capital (excluding treasury shares) as at that date.

Resolutions 20 and 21: Disapplication of pre-emption rights (General and Specific)

Resolution 20 is a special resolution which seeks to renew the Directors' power to allot shares or grant rights to subscribe for, or convert securities into, shares or sell treasury shares where they propose to do so for cash (other than pursuant to an employee share scheme) otherwise than to existing shareholders pro rata to their holdings (i.e. non pre-emptively), as permitted by the Articles. The power will be limited to: (i) the allotment of shares for cash in connection with a rights issue, to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; (ii) the allotment of shares and treasury shares for cash up to an aggregate nominal value of US\$17,467,128 being approximately 10 percent of the issued ordinary share capital (excluding treasury shares) at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting); and (iii) the allotment of shares and treasury shares for cash up to an aggregate nominal value of US\$3,493,425, being approximately 2 percent of the issued ordinary share capital (excluding treasury shares) at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting), for the purposes of making a follow-on offer which the Board of the Company determines 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 (the 'Pre-emption Principles').

Resolution 21 is a special resolution which seeks to give the Directors power to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-emption Principles. This power is intended to give the Directors flexibility in managing the Company's capital resources and is in addition to that proposed by resolution 20. It would be limited to allotments or sales of shares and treasury shares for cash up to: (i) an aggregate nominal value of US\$17,467,128, being approximately 10 percent of the issued ordinary share capital (excluding treasury shares) at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting); and (ii) an aggregate nominal value of US\$3,493,425, being approximately 2 percent of the issued ordinary share capital (excluding treasury shares) at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting), for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Pre-emption Principles.

If given, these authorities will expire at the conclusion of the Annual General Meeting in 2024 or at the close of business on 25 July 2024, whichever is the earlier (unless previously renewed, varied or revoked by the Company in a General Meeting).

The Board will continue to seek to renew these authorities at each Annual General Meeting in accordance with best practice.

Resolution 22: Purchase of own shares

Resolution 22 is a special resolution. The Company is seeking approval of the renewal of the general authority from shareholders granted at last year's Annual General Meeting to purchase the Company's own shares. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the Act.

On 16 December 2021, the Company announced an updated capital allocation policy to prioritise the use of cash. The 2022 share buyback programme commenced on 23 February 2022 and \$150 million was completed by 12 August 2022.

From 1 January 2022 to 10 February 2023, 9,693,476 shares were purchased by the Company. Page 243 of the 2022 Annual Report provides further clarification.

The Directors have no present intention of exercising this authority other than for the reasons stated above, but will keep the matter under review, taking into account market conditions, the cash reserves of the Company, the Company's share price, appropriate gearing levels, other investment opportunities and the overall financial position of the Company. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be likely to promote the success of the Company for the benefit of its shareholders as a whole.

Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the employees' share schemes.

As at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting), 4,293,580 ordinary shares are held in treasury. The holding of shares as treasury shares provides the Company with additional flexibility in the management of its capital base. The resolution specifies the maximum number of shares which may be purchased (which is 87,335,642, representing approximately 10 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting)) and the minimum and maximum prices at which they may be bought. The purchase of shares by the Company under this authority would be effected by purchases on the market.

As at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting), the total number of options over shares and share awards outstanding under all the Company's share plans was 10,249,959, which if exercised or vested would represent 1.17 percent of the Company's issued share capital (excluding treasury shares) at that date. If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of outstanding options and share awards could potentially represent 1.47 percent of the issued ordinary share capital (excluding treasury shares) of the Company. There are no warrants over the Company's shares outstanding.

The authority will only be valid until the conclusion of the Annual General Meeting of the Company in 2024 or, if earlier, at the close of business on 25 July 2024.

Resolution 23: Notice period for General Meetings other than the Annual General Meeting

Resolution 23 is a special resolution and is required to reflect the implementation of the Companies (Shareholders' Rights) Regulations 2009 which increased the notice period for General Meetings of the Company to 21 days (being 'clear' days pursuant to section 360 of the Act).

Under the Act, a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice with shareholder approval. In order to preserve this ability, resolution 23 seeks the necessary shareholder approval, which will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

In order to be able to call a General Meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The Company undertakes to meet the requirements for electronic voting in the Act before calling a General Meeting on 14 clear days' notice.

Were this resolution passed, the Company would nonetheless generally give 14 business days' notice for General Meetings. The shorter notice period of 14 clear days would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Notes

1. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only those shareholders on the register of members of the Company as at the close of business on 24 April 2023 will be entitled to attend and vote at the AGM and they may only vote in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 8:00 pm on 24 April 2023 will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. A proxy need not be a member of the Company. All proxies must be submitted at the office of the Registrar not later than 48 hours before the time of the meeting (being 12:00 pm on 24 April 2023) (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day). A Form of Proxy for the meeting is enclosed. If you require additional Forms of Proxy, please contact the Registrar of the Company on 0370 703 0047 (lines are open 8:30 am to 5:30 pm (UK time), Monday to Friday, excluding public holidays in England and Wales. Telephone +44 (0)117 378 5450 if calling from outside the UK). Completion and return of a Proxy Form will not preclude a member from attending and participating (voting and raising questions) at the meeting or any adjournment thereof.
3. You may register your proxy appointment electronically via our Registrar's website at www.investorcentre.co.uk/eproxy. To be effective, the proxy appointment must reach the Company's Registrar no later than 12:00 pm on 24 April 2023 (or not less than 48 hours before the time fixed for any adjourned Annual General Meeting, provided that no account shall be taken of any part of a day that is not a working day).
4. Where a shareholder which is a corporation has completed a Form of Proxy under a power of attorney or authorised officer, if such power of attorney or authority has not previously been registered with the Company, that power of attorney or authority, a notarially certified copy of that power of attorney or authority, a copy certified in accordance with the Powers of Attorney Act 1971 of that power of attorney or authority, or a copy otherwise approved by the Directors of that power of attorney or authority, must be deposited or received at the office of the Registrar not later than the time at which the Form of Proxy is delivered or (in the case of appointments in electronic form) received, as the case may be.
5. If two or more valid but differing appointments of a proxy are delivered (or, in the case of appointments in electronic form, received) in respect of the same share for use at the same Annual General Meeting, the one which is last delivered or, as the case may be, received (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine which was delivered or received last, none of them shall be treated as valid in respect of that share.
6. In the case of joint holders of a share, the vote of the senior holder who votes, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of that share.
7. Any corporate shareholder may 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:
 - (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
 - (ii) in other cases, the power is treated as not exercised.
8. CREST members holding their shares in uncertificated form who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be found at www.euroclear.com. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting 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. 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 instructions, as described in the CREST Manual (available by logging in at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or relates to 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 Computershare (CREST ID 3RA50) no later than 12:00 pm on 24 April 2023 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. No messages received through the CREST network after this time will be accepted. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. 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(s), to procure that their 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 service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
9. Proxymity Voting – if you are an institutional investor you may also 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. Your proxy must be lodged by 12:00 pm on 24 April 2023 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.
 10. The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening or use. Any electronic communication received by the Company and/or the Registrar, including the lodgement of an electronic Form of Proxy, that is found to contain a computer virus will not be accepted.
 11. Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any questions relating to the business being dealt with at the meeting unless to do so would interfere unduly with the preparation for the meeting, be undesirable in the interests of the Company or the good order of the meeting, involve the disclosure of confidential/inside information or if the answer has already been given on the Company's website in the form of an answer to a question. Shareholders will be invited to raise their hand to indicate that they would like to ask a question.
 12. Shareholders should note it is possible that, pursuant to requests made by members 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: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid (in each case), that the members propose to raise at the AGM. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 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 includes any statement that the Company has been required under section 527 of the Act to publish on a website.
 13. A person who is not a shareholder of the Company but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Act (an 'Indirect Investor') does not have a right to appoint any proxy. Indirect Investors may have a right, under an agreement with the shareholder by whom they were nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if Indirect Investors do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions to that shareholder as to the exercise of voting rights. 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.
 14. The following documents are available for inspection during normal business hours at the registered office of the Company on any weekday (excluding Saturday, Sunday and UK public holidays). These documents will also be available for inspection at the physical place of the AGM from 11:30 am on the day of the meeting until the conclusion of the meeting:
 - (a) copies of service contracts and/or letters of appointment of the Directors of the Company; and
 - (b) copies of the deeds of indemnity of the Directors.

Notes continued

15. As at 10 February 2023 (the latest practicable date prior to publication of this Notice of Meeting), the Company's issued share capital (excluding treasury shares) consists of 873,356,423 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 873,356,423.
16. No electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of Meeting (or in any related documents including the Chair's letter and Form of Proxy) may be used to communicate with the Company for any purposes other than those expressly stated. Except as provided in this Notice of Meeting, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
 - (a) calling Alex Couter, on +44 (0)1923 477 324; or
 - (b) emailing Alex Couter, at alex.couter@smith-nephew.com; or
 - (c) emailing the Smith+Nephew Company Secretariat at Company.Secretary@smith-nephew.com.
17. A copy of the Notice of Meeting and other information required by section 311A of the Act can be found at the Company's website (www.smith-nephew.com/en-us/about-us/investors/shareholder-resources#annual-general-meeting).
18. As soon as practicable after the AGM, the results of the poll (and other information required by section 341 of the Act) will be announced via a regulated information service and made available on the Company's website (www.smith-nephew.com/en-us/about-us/investors/shareholder-resources#annual-general-meeting).
19. Any shareholder who has not otherwise received confirmation that their vote on the polls at the AGM has been validly recorded and counted and has no other reasonable means of confirming this, may, within 30 days from the date of the AGM, request information from the Company allowing him or her to confirm that their vote on the polls at the AGM has been validly recorded and counted, by using the contact details of the Registrar of the Company given under paragraph 2 on page 12, or of the Company given under paragraph 16 on this page as stated above.
20. The AGM may involve the processing of members' personal data by the Company. This includes all data provided by you, or on your behalf, which relates to you as a member, including your name and contact details, the votes you cast and your Shareholder reference number. The Company and any third party to which it discloses your personal data (including our Registrars) may process your personal data in accordance with the Company's privacy policy for the purposes of compiling and updating the Company's records and fulfilling the Company's legal obligations. The Company's shareholder privacy statement is available online at www.smith-nephew.com/en-us/privacy-policy.
21. Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company:
 - (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at that meeting, and/or
 - (ii) to include in the business to be dealt with at that meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

 - (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise),
 - (b) it is defamatory of any person, or
 - (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company no later than 14 March 2023, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Shareholder communications

The Company makes bi-annual financial announcements and quarterly trading reports which are made available through Stock Exchange announcements and on the Group's website (www.smith-nephew.com). Copies of recent Annual Reports, press releases, institutional presentations and audio webcasts are also available on the website.

The Company sends paper copies of the Notice of Meeting and Annual Report only to those shareholders and ADS holders who have elected to receive shareholder documentation by post. Electronic copies of the Annual Report and Notice of Meeting are available on the Group's website (www.smith-nephew.com). Shareholders can elect to receive communications electronically by visiting www.investorcentre.co.uk.

Both ordinary shareholders and ADS holders can request paper copies of the Annual Report, which the Company provides free of charge. The Company will continue to send to ordinary shareholders by post the Form of Proxy which advises of the availability of the Annual Report and Notice of Meeting on the Group's website. Shareholders who elect to receive the Annual Report and Notice of Meeting electronically are informed by email of the documents' availability on the Group's website. ADS holders receive a Voting Instruction Form by post but will not receive a paper copy of the Notice of Meeting.

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www.smith-nephew.com

Don't be a target for share fraud

Fraudsters use persuasive, high pressure tactics to scam investors. They may offer to sell you shares that turn out to be fake or worthless, or to buy your shares at a high price if you pay an upfront fee. Either way, the promised profits won't materialise and you'll probably lose your money.

Here's how to avoid investment scams.

How to avoid share fraud

1. Reject cold calls. If you've been cold called with an offer to buy or sell shares, chances are it is a high risk investment or a scam. You should treat the call with extreme caution. The safest thing to do is to hang up.
2. Check the firm on the Financial Services Register at www.fca.org.uk/register. The Financial Services Register is a public record of all the firms and individuals in the financial services industry that are regulated by the Financial Conduct Authority ('FCA').
3. Get impartial advice. Think about getting impartial financial advice before you hand over any money. Seek advice from someone unconnected to the firm that has approached you.

Remember: if it sounds too good to be true, it probably is!

Report a scam

If you suspect that you have been approached by fraudsters please tell the FCA using the share fraud reporting form at www.fca.org.uk/scams where you can find out more about the investment scams. You can also call the FCA Consumer Helpline on 0800 111 6768.

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 or online at www.actionfraud.police.uk. Find out more at www.fca.org.uk/scamsmart.

FCA Consumer Helpline

T: 0800 111 6768

Action Fraud

T: 0300 123 2040
www.actionfraud.police.uk



www.investorcentre.co.uk

Investor Centre allows you to manage your shares, proxy voting, address details and dividend payment instructions, online.



Directions

Nearest underground stations are Croxley and Watford Metropolitan (Metropolitan Line) or the nearest Overground station is Watford Junction.

Bus Routes

W30 from Watford Junction Train Station to Croxley Business Park.

Parking

As Smith & Nephew plc is situated on a business park we have a limited number of car spaces available to pre-book. If you wish to travel to the meeting by car, please pre-book your car space by:

- (a) calling Alex Couter, on +44 (0)1923 477 324; or
- (b) emailing Alex Couter, at alex.couter@smith-nephew.com; or
- (c) emailing the Smith+Nephew Company Secretariat at Company.Secretary@smith-nephew.com.

Contact for queries

Alex Couter

T: +44 (0)1923 477 324

E: alex.couter@smith-nephew.com

Smith+Nephew Company Secretariat

E: Company.Secretary@smith-nephew.com

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