SMITH & NEPHEW PLC ("COMPANY")
TERMS OF REFERENCE FOR THE NOMINATION & GOVERNANCE COMMITTEE

1. Purpose and Delegated Authority

1.1 The Board of Directors of the Company ("**Board**") resolved to establish a Nomination & Governance Committee ("**Committee**"). The purpose of the Committee is to:

1.1.1 ensure that appointments to the Board are subject to a formal, rigorous and transparent procedure;

1.1.2 ensure that an effective succession plan for the Board and senior management is maintained; and

1.1.3 review the structure, size and composition of the Board and recommend appointments to the Board.

1.2 The Board has delegated the authority set out in these terms of reference to the Committee. The Committee may sub-delegate any of its powers and authority as it thinks fit, including instructing employees or creating sub-committees to review and report to it on specific issues.

2. Membership

2.1 Members of the Committee shall be appointed by the Board.

2.2 The Committee shall consist of at least three members, the Chair of the Board, the Senior Independent Director, and at least one other independent Non-Executive Director.

2.3 The Chair of the Board shall be the Chair of the Committee ("**Committee Chair**") except when the Committee is considering the appointment of a successor to the Chair of the Board, when the Senior Independent Director shall act as Chair of the Committee.

2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals, including the Chief People & Culture Officer and certain external advisors may be invited to attend for all or part of any meeting.

2.5 The Company Secretary, or their nominee, shall be the Secretary of the Committee.

3. Meetings and the Transaction of Business

3.1 Meetings shall be held as required by the Committee Chair, usually not less than twice a year. Meetings may be held physically or by electronic means.

3.2 The quorum for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to

exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.3 The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

3.4 Meetings of the Committee shall be summoned by the Secretary at the request of any of its Members.

3.5 Unless otherwise agreed with the Committee Chair, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee no later than three working days before the date of the meeting together with supporting papers.

3.6 The Secretary shall minute the proceedings and resolutions of all Committee meetings and circulate them to the members of the Committee.

3.7 The Committee Chair shall report regularly to the full Board on the proceedings of the Committee and the minutes of all meetings shall be included in the Board papers for a subsequent Board meeting.

3.8 The Committee Chair shall be required to attend the Annual General Meeting of shareholders to respond to any shareholder questions on the activities of the Committee.

4. General Duties

The general duties of the Committee shall be to:

4.1 regularly review the Board structure, size and composition, having regard to the balance of skills, experience, independence, knowledge and diversity, making recommendations to the Board with regard to any changes;

4.2 give full consideration to succession planning for Non-Executive Directors, Executive Directors and members of the Executive Committee taking into account the challenges and opportunities facing the Company, the skills and expertise likely to be required by the Board in the future and the benefits of diversity in its widest sense and make recommendations to the Board accordingly;

4.3 identify and nominate candidates for the approval of the Board, to fill Board vacancies as and when they arise and make recommendations as to membership of the Remuneration, Audit and Compliance & Culture Committees in consultation with the respective Chairs of those Committees;

4.4 supervise the induction process for new Directors and the on-going training and development of all Board members;

4.5 consider the continued independence of the Non-Executive Directors and, where applicable, authorise Directors' other appointments and any conflicts of interest;

4.6 make recommendations to the Board relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract;

4.7 oversee the effective governance of the Board and its Committees and review on an annual basis the terms of reference of the Board Committees and the Matters Reserved to the Board and recommend any changes it considers necessary to the Board for approval;

4.8 oversee the Board performance review process led either externally or internally by the Senior Independent Director on an annual basis;

4.9 assess the results of the Board performance review that relate to succession planning and the Board's composition, diversity and how effectively the members of the Board work together to achieve objectives;

4.10 review external governance developments likely to impact the operation of the Board and its Committees; and

4.11 produce a report on the activities of the Committee in accordance with the UK Corporate Governance Code to be included in the Company's Annual Report and recommend its approval to the Board.

5. Appointments

5.1 Before any appointment is made, the Committee shall evaluate the balance of skills, knowledge, experience, independence and diversity on the Board and in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:

5.1.1 use open advertising or the services of external advisers to facilitate the search;

5.1.2 consider candidates from a wide range of backgrounds to ensure diversity;

5.1.3 consider candidates on merit and against objective criteria, taking care that appointees have sufficient time to devote to the position; and

5.1.4 assess any actual or potential conflicts of interest and advise the Board accordingly should any conflicts be identified.

5.2 The Committee shall ensure that on appointment to the Board, Non-Executive Directors receive:

5.2.1 a formal letter of appointment setting out clearly what is expected of them, in terms of time commitment, committee service and involvement outside board meetings; and

5.2.2 a formal programme of induction to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a Director.

5.3 The Committee is responsible for approving any external directorships to be held by any member of the Board. Having regard to potential conflicts of interest and time commitment required and total number of other directorships held.

6. Administration

6.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

6.2 The Committee shall have access to sufficient resources to carry out its duties including:

6.2.1 seeking any information it requires from any employee of the Company in order to perform its duties; and

6.2.2 obtaining any outside legal or professional advice at the Company's expense.

Approved on: 29 July 2026