

Smith & Nephew plc

Section 430(2B) Companies Act 2006 Statement

The following information is provided in accordance with section 430(2B) of the Companies Act 2006 by Smith & Nephew plc (**S+N**).

Further to the announcement on 2 November 2023, Anne-Françoise Nesmes will step down from the Board of S+N as Chief Financial Officer during the first quarter of 2024. Her employment by Smith & Nephew UK Limited (the **Company**) is expected to terminate on 1 May 2024.

In connection with her departure, Anne-Françoise will be paid in accordance with the terms of her employment agreement and S+N's Directors' Remuneration Policy approved by shareholders on 26 April 2023.

Anne-Françoise will continue to receive her salary, benefits and cash contribution in lieu of pension in the normal way during her employment with the Company up to 1 May 2024. Anne-Françoise will remain available to S+N during this time. She will receive a payment in lieu of accrued but untaken annual leave as at the termination date in accordance with the terms of her employment agreement.

Anne-Françoise will be eligible to receive a payment under the Annual Bonus Plan for the 2023 financial year provided that she remains employed on 31 March 2024. The outcome will be subject to achievement of performance conditions determined in the normal manner, with 50% being paid in cash and 50% being deferred into shares under the Deferred Bonus Plan.

Outstanding Deferred Bonus Plan awards will vest in full in accordance with their original timeframes in 2025 and 2026 and (in respect of any deferred bonus plan award granted in 2024 relating to annual bonus for the 2023 financial year) in 2027.

In respect of outstanding PSP awards granted in 2021, 2022 and 2023, these will vest in accordance with the plan rules. Unvested awards will be pro-rated for time up to the termination of employment, and remain subject to performance assessment at the end of the relevant performance period. These awards will vest in 2024, 2025 and 2026 respectively, and each award will be released at the end of the relevant two-year post-vesting holding period. No PSP grant will be made in 2024.

Anne-Françoise's incentive awards will remain subject to malus and clawback provisions and Anne-Françoise will comply with S+N's post-employment shareholding guidelines for two years after termination.

The Company will make a capped contribution of up to £5,000 plus VAT towards Anne-Françoise's legal fees incurred in connection with her departure.

Anne-Françoise will not receive any other remuneration payment or payment for loss of office.