

Smith+Nephew

Notice of Meeting 2025

Life Unlimited

**Wednesday 30 April 2025 at 12:00pm
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 30 April 2025 at 12:00pm. 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 2025



The Annual General Meeting for 2025 (the 'AGM') of Smith & Nephew plc (the 'Company' or 'Smith+Nephew') is to be held at 12:00pm on Wednesday 30 April 2025 at the Smith+Nephew Academy London, Building 5, Croxley Park, Hatters Lane, Watford, WD18 8YE. If you are planning to attend the AGM please refer to the map on the back cover for the location of the meeting. The meeting will commence at 12:00pm with doors opening from 11:00am.

The Notice of the AGM ('Notice of Meeting') is contained on pages 4–8 of this document, together with a detailed explanation of the business to be conducted at the AGM.

Introduction from the Chair

Dear Fellow Shareholder,

2024 is the second full year of the implementation of our three-year, 12-Point Plan, and I am pleased to say that we are now seeing tangible progress in Smith+Nephew's operational and financial performance. Over the two full financial years since Deepak Nath joined as CEO, the Group has delivered sustained revenue growth, up 6% in 2023 and 5% in 2024, while operating profit is up from \$450 million in 2022 to \$657 million in 2024, an increase of 46%. Over the same period, trading profit margin¹ has increased by 80bps, more than offsetting around -580bps of headwinds of inflation and China. Cash generated from operations has increased from \$581 million in the year Deepak joined (2022) to \$1,245 million in 2024. In both 2023 and 2024, the team achieved the vast majority of their operating and financial targets, which given some of the headwinds they have faced is commendable.

2025 is, we believe, going to be an inflexion point in the fortunes of Smith+Nephew as revenues continue to grow, and margins take a significant step up, which should deliver a sharp improvement in both profits and returns on capital and give us good momentum into 2026. Smith+Nephew still has some way to go before reaching industry-standard levels of margin and

return, but we are now headed in the right direction, and I believe that investors will start to recognise the achievements to date, as well as the positive outlook for the future, and reward the Company with a rating which reflects that. Turnarounds of large ships take time and require patience, but the plan Deepak set out when he joined Smith+Nephew shows every indication that it is working and looks set to deliver sustainable and material improvements in operational and financial performance, with further runway for improvement in the years ahead.

I became Chair in September 2023, in succession to Roberto Quarta, and since then we have seen significant change in Board membership, with four new Directors appointed, one being the Chief Financial Officer (CFO). For a Board of 12 people, the arrival of four new Directors and a new Chair represents a very significant degree of change. In addition, Angie Risley, Chair of our Remuneration Committee has taken on the role of Senior Independent Director, in succession to Marc Owen. Angie is a very experienced Board Director, and, having led the two consultations around our Remuneration Policy, is well known to, and respected by, many of our largest shareholders. Marc continues to serve on the Board and remains Chair of the Compliance & Culture Committee and a member of the Audit and Nomination & Governance Committees. He has done an outstanding job as Senior Independent Director, and helped navigate the Board through the succession of Roberto Quarta; I and all his colleagues on the Board are very grateful for his continued support and wise counsel.

Of the new appointees to the Board, John Rogers joined the Board in the capacity of CFO in April 2024. He is having a material and positive impact, quickly building strong relationships with Deepak, his colleagues on the Executive Committee and the wider management team. Among the Non-Executives, Jez Maiden, the former CFO of Croda plc, joined the Board in September 2023 and Simon Lowth, the current CFO of BT Group plc, joined in January 2024. Both of them bring deep experience in finance, operations and strategy. In January 2025, we also announced the appointment of Sybella Stanley to the Board as a Non-Executive Director with effect from 1 February 2025. Sybella is Director of Corporate Finance at RELX Group. She has long experience of corporate transactions, and has been Chair of the Remuneration Committee at two other public companies. She will take over as Chair of our Remuneration Committee at the end of June 2025.

We continue our commitment to fostering diversity in its broadest sense and to ensuring that our Board membership draws from a wide range of backgrounds and cultures. In 2024, the percentage of women on our Board decreased to 27% following the departure of Anne-Françoise Nesmes. The addition of Sybella Stanley in 2025 will take us back to 33%. We actively review the composition, skillsets, capabilities and diversity of the Board on a regular basis as part of our Board succession planning process and selection is based on ensuring we have the best person for the role.

Our triennial external Board evaluation was carried out by Dr Tracy Long, and was complemented by a parallel Executive Committee evaluation, enabling the Board to obtain a holistic overview of both executive and non-executive strengths and opportunities for development and insights to drive enhanced effectiveness moving forward. The evaluations included detailed interviews with all Board and Committee members, as well as the Executive Committee, and covered, among other things, the relationship between the Board and the Executive Committee, and the effectiveness of the Board on strategy and performance, risk and control, and people and culture. I am delighted to say that both reviews provided positive insights and commentary on the effectiveness of the Executive Committee and the Board and its Committees.

The evaluation highlighted the current strengths of the Board: dynamic leadership with a strong partnership between Deepak and John and clear roles and responsibilities of the Board and Executive, resulting in a healthy Board culture and contribution. The Board was also pleased to note that the Executive Committee evaluation reflected strong accountability and commitment under Deepak's leadership, with collegiate and cohesive ways of driving change, engagement and alignment within the organisation, with continued focus on talent development, performance and embedding a winning culture.

In accordance with the UK Corporate Governance Code 2018 (the 'Code') and the Company's Articles of Association (the 'Articles'), the Directors listed in this Notice of Meeting (the 'Directors') will stand for election or re-election at the AGM. Accordingly, as part of the ordinary business of the meeting, resolutions 4 to 15 (inclusive) are to elect or re-elect the Directors. Biographical details of the Directors, together with details of the importance of their contribution to the success of the Company and the reasons for their proposed election or re-election, are included in the explanatory notes to the Notice of Meeting. The Board of Directors has concluded that each of the Directors proposed to be elected or re-elected at the AGM continue to be effective and demonstrate commitment to their respective roles.

The Board believes that the Company is now poised to deliver a further stepup in returns in 2025. For the full year we are guiding to underlying revenue growth of around 5%, and significant trading margin¹ expansion to 19% to 20%. This will be primarily driven by the continued revenue leverage and cost savings from optimising our manufacturing network. I would emphasise that 2025 is not the endpoint, and we expect continued margin accretion in 2026 and 2027, with many of the components of delivering this already in place.

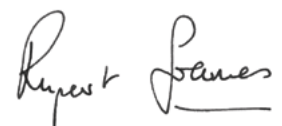
We look forward to welcoming shareholders to our AGM in person at our S+N Academy in Croxley on 30 April 2025 and to updating you further on the continued structural and organisational transformation at Smith+Nephew.

Recommendations

The Board recommends voting in favour of all the resolutions proposed as, in the Board's opinion, all resolutions are in the best interest of the Company 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 we would urge you to register, in advance, your proxy appointment electronically via our Registrar's website at www.investorcentre.co.uk/eproxy, via CREST, Proxymity or by returning the enclosed Form of Proxy in accordance with the instructions printed thereon, by 12:00pm on Monday 28 April 2025.

Yours sincerely,



Rupert Soames, OBE
Chair

24 February 2025

» See pages 4–8 for
Notice of Meeting
together with the
Explanatory Notes

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 265–271 of the 2024 Annual Report.

Notice of Meeting

Notice is hereby given that the eighty-eighth AGM of Smith & Nephew plc will be held on Wednesday 30 April 2025 at 12:00pm at the 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.

Resolutions 1 to 18 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 19 to 22 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.

Ordinary resolutions

1. To receive the audited accounts for the financial year ended 31 December 2024 together with the reports of the Directors and the Auditor thereon (together the '2024 Annual Report').

Explanatory note:

Reports and accounts

This is a standard and necessary resolution common to all AGMs.

2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, in the form set out in the 2024 Annual Report (pages 136–173 of the 2024 Annual Report).

Explanatory note:

Directors' Remuneration Report

All UK-listed companies are required to put their Directors' Remuneration Report to shareholders. The full Directors' Remuneration Report can be found on pages 136–173 of the 2024 Annual Report. It gives details of the Directors' remuneration for the financial year ended 31 December 2024 and sets out the way in which the Company will implement its Directors' Remuneration Policy in 2025.

The Auditor has audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on pages 180–191 of the 2024 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 2).

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.

The Directors' Remuneration Policy, which describes the Company's policy relating to Directors' remuneration, was approved at the 2024 AGM and remains unchanged. It is therefore not required to be put to shareholders at the AGM. The remuneration policy can be found on pages 141–153 of the 2024 Annual Report.

3. 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 2024, payable on 28 May 2025 to shareholders on the register of the Company at 17:00 on 28 March 2025.

Explanatory note:

Dividend

The proposed dividend is declared as a final dividend and, as such, is dependent on shareholder approval. If approved by shareholders at the AGM, the final dividend will be paid on 28 May 2025.

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 instructions 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 to use the DRIP will automatically receive shares for all future dividends. Shareholders may cancel their 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 from 8:30am to 5:30pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

4. To elect Sybella Stanley as a Director of the Company.
5. To re-elect Rupert Soames OBE as a Director of the Company.
6. To re-elect Jo Hallas as a Director of the Company.
7. To re-elect Simon Lowth as a Director of the Company.
8. To re-elect John Ma as a Director of the Company.
9. To re-elect Jeremy Maiden as a Director of the Company.

10. To re-elect Katarzyna Mazur-Hofsaess as a Director of the Company.
11. To re-elect Deepak Nath as a Director of the Company.
12. To re-elect Marc Owen as a Director of the Company.
13. To re-elect Angie Risley as a Director of the Company.
14. To re-elect John Rogers as a Director of the Company.
15. To re-elect Bob White as a Director of the Company.

Explanatory note:

Election and re-election of Directors

Under the Company's Articles and, in accordance with the Code, Directors appointed by the Board are required to submit themselves for election at the first AGM 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 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, their duty under s172 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.

The Board therefore proposes the election and re-election (as applicable) of all Directors. Biographical details for each of the Directors, which include the key skills and competencies they bring to the Board, are given on pages 104–107 of the Annual Report and pages 9–11 of this Notice of Meeting.

16. To re-appoint Deloitte LLP as the Auditor of the Company.

Explanatory note:

Appointment of the Auditor

The Auditor of the Company must be appointed at each General Meeting at which accounts are laid. The Directors are proposing the re-appointment of Deloitte LLP as the Company's Auditor. Resolution 16 proposes the re-appointment of Deloitte LLP as the Company's Auditor to hold office effective from the conclusion of this General Meeting until the conclusion of the next General Meeting at which the accounts are laid before the Company (being the next AGM of the Company).

17. To authorise the Directors to determine the remuneration of the Auditor of the Company.

Explanatory note:

Remuneration of the Auditor

Resolution 17 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.

18. To generally and unconditionally authorise the Directors pursuant to section 551 of the Companies Act 2006 (the 'Act'), and as permitted by the Articles, 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) US\$58,287,881 – 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 an aggregate nominal amount of US\$116,575,762 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - (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,

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 18 shall expire at the conclusion of the AGM of the Company in 2026 or at the close of business on 30 July 2026, 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.

Explanatory note:

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 AGM expires at the conclusion of this year's AGM.

Paragraph (a) of resolution 18 seeks to renew the Directors' general authority to allot shares up to an aggregate nominal amount of US\$58,287,881 (representing 291,439,407 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 ordinary share capital (excluding treasury shares) as at 13 February 2025 (the latest practicable date prior to publication of this Notice of Meeting).

Paragraph (b) of resolution 18 would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a fully pre-emptive offer in favour of shareholders up to an aggregate nominal amount equal to US\$116,575,762 (representing 582,878,814 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 66.66 percent (i.e. two-thirds) of the Company's issued ordinary share capital (excluding treasury shares) as at 13 February 2025 (the latest practicable date prior to publication of this Notice of Meeting).

Resolution 18 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 AGM in 2026 or at the close of business on 30 July 2026, whichever is earlier (unless previously renewed, varied or revoked by the Company in a General Meeting). As at 13 February 2025 (the latest practicable date prior to publication of this Notice of Meeting), the Company held 3,298,525 ordinary shares in treasury. This amount represents 0.38 percent of the Company's issued share capital (excluding treasury shares) as at that date.

Special resolutions

19. That, subject to the passing of resolution 18, the Directors be and are hereby generally given power, 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 18 or through the sale of treasury shares for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such power shall be limited:
- (a) to the allotment of equity securities or 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 18, by way of a fully pre-emptive offer 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 18 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\$17,488,113; 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 (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors 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 AGM of the Company in 2026 or at the close of business on 30 July 2026, 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.

Explanatory note:

Disapplication of pre-emption rights (General and Specific)

Resolution 19 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 fully pre-emptive offer, 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\$17,488,113 being approximately 10 percent of the Company's issued ordinary share capital (excluding treasury shares) at 13 February 2025 (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\$3,497,622, being approximately 2 percent of the Company's issued ordinary share capital (excluding treasury shares) at 13 February 2025 (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').

20. That, subject to the passing of resolution 18, the Directors be and are hereby generally given power, in addition to any power granted pursuant to resolution 19, to allot equity securities (as defined in section 560 of the Act) in the Company for cash, either pursuant to the authority granted by paragraph (a) of that resolution 18 or through the sale of treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited:

- (a) to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of US\$17,488,113 and such authority is to be used only for the purposes of financing 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 12 months of its taking place; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) 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) 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 AGM of the Company in 2026 or at the close of business on 30 July 2026, 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.

Explanatory note:

Disapplication of pre-emption rights (General and Specific)

Resolution 20 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 19. It would be limited to allotments or sales of shares and treasury shares for cash up to: (i) an aggregate nominal value of US\$17,488,113, being approximately 10 percent of the Company's issued ordinary share capital (excluding treasury shares) at 13 February 2025 (the latest practicable date prior to publication of this Notice of Meeting); and (ii) an aggregate nominal value of US\$3,497,622, being approximately 2 percent of the Company's issued ordinary share capital (excluding treasury shares) at 13 February 2025 (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 AGM in 2026 or at the close of business on 30 July 2026, whichever is 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 AGM in accordance with best practice.

21. That the Directors 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, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 87,440,566;
- (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 market quotation of an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc over 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 purchase bid 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 AGM of the Company in 2026 or at the close of business on 30 July 2026, whichever is 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.

Notice of Meeting/Explanatory notes continued

Explanatory note:

Purchase of Own Shares

Resolution 21 is a special resolution which seeks to renew the general authority from shareholders granted at last year's AGM 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.

The Directors have no present intention of exercising this authority 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 13 February 2025 (the latest practicable date prior to publication of this Notice of Meeting), 3,298,525 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 87,440,566, representing approximately 10 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 13 February 2025 (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 13 February 2025 (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 11,033,407, which if exercised or vested would represent 1.26 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 1.40 percent of the Company's issued ordinary share capital (excluding treasury shares). There are no warrants over the Company's shares outstanding.

The authority will only be valid until the conclusion of the AGM of the Company in 2026 or, if earlier, at the close of business on 30 July 2026.

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

Explanatory note:

Notice period for General Meetings other than the AGM

This resolution 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 AGM, may be called on not less than 14 clear days' notice with shareholder approval. In order to preserve this ability, resolution 22 seeks the necessary shareholder approval, which will be effective until the Company's next AGM, 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.

By order of the Board, 24 February 2025.



Helen Barraclough
Company Secretary

Registered office

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

Registered in England and Wales
No. 324357

Board of Directors

Rupert Soames OBE

Chair

Appointed as an Independent Non-Executive Director in April 2023 and 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.

Current external appointments:

- Chair of the Confederation of British Industry.



Previous experience:

Rupert stepped down in December 2022 after nine years as Group Chief Executive from Serco Group plc, the specialist services business in Health, Defence, Transport and Immigration. Previously, he was Chief Executive Officer of Aggreko plc for 11 years and prior to that Chief Executive of Misys plc's Banking and Securities Division. Rupert was Senior Independent Director and a member of the Audit, Remuneration and Nomination Committees for both DS Smith and Electrocomponents plc (now RS Group).

Nationality:



British

John Rogers

Chief Financial Officer

Appointed Chief Financial Officer in April 2024



Key skills and competencies:

John has extensive financial and commercial leadership experience across a range of sectors and on a global basis, as well as a track record of delivering complex international transformation programmes.

Current external appointments:

- Non-Executive Director of Grab Holdings Limited.

Previous experience:

John has served as the Chief Financial Officer at WPP plc, where he successfully led the implementation of their global transformation programme. Prior to this, he served as Chief Executive Officer of Argos, Habitat and Sainsbury's clothing and general merchandise businesses, and as Chief Financial Officer at J Sainsbury plc. John also acted as Chair of the Audit Committee for Travis Perkins.

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.

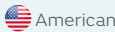
Current external appointments:

- Director of AdvaMed
- Director of MDIC (effective February 2025)

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

Angie Risley

Senior Independent Director

Appointed Independent Non-Executive Director in September 2017 and Senior Independent Director from October 2024.



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:

- Non-Executive Director and Chair of the Remuneration Committee and member of the Responsible Business and Nominations Committees at InterContinental Hotels Group plc.

Previous experience:

From 2007 to 2013, Angie was the Group HR Director for Lloyds Banking Group and was Group HR Director of Sainsbury plc and a member of their Operating Board from January 2013 to May 2023. 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. At Serco Group plc she was the Chair of the Remuneration Committee. Previously she has attended Remuneration Committees of Whitbread plc and Lloyds Bank.

Nationality:



British

Committee key

Member of the Audit Committee



Member of the Nomination & Governance Committee



Member of the Remuneration Committee



Committee Chair

Member of the Compliance & Culture Committee



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:

None.

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. From April 2019 to April 2023, Jo served as Chief Executive Officer for Tyman plc where she made sustainability a core foundation of the group's strategy. Jo was also previously Chair of the Remuneration Committee for Norcross plc.

Nationality:



British



Simon Lowth

Independent Non-Executive Director

Appointed as Independent Non-Executive Director in January 2024



Key skills and competencies:

Simon has extensive experience in finance, accounting, risk, corporate strategy as well as mergers and acquisitions and brings a wealth of expertise across a wide range of sectors, including within regulated industries. Having served as the CFO in four FTSE 100 companies, he has deep experience of capital markets, implementing strategic change, cost transformation and performance improvement programmes as well as understanding how technology can be used to transform a business.

Current external appointments:

- Group Chief Financial Officer of BT Group.

Previous experience:

Simon was previously Group Chief Financial Officer at BG Group, AstraZeneca and Scottish Power. Before joining Scottish Power, he led the Industrial Practice of McKinsey in the UK. He previously served as a Non-Executive Director on the Board of Standard Chartered.

Nationality:



British



Katarzyna Mazur-Hofsaess

Independent Non-Executive Director

Appointed Independent Non-Executive Director in November 2020



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 (PhD) and has a wealth of experience in medical devices and orthopaedic sectors. Her experience as Chief Executive Officer 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, Care Enablement (MedTech segment), at Fresenius Medical Care AG and a member of the Management Board.

Previous experience:

Katarzyna commenced her corporate career at Roche in Poland, was later recruited by Abbott Laboratories to manage their diabetes care division in Poland and became Country General Manager.

Her career progressed to General Manager of Molecular Diagnostics Division for EMEA and eventually to Divisional Vice President Abbott Diagnostics for Europe. In 2010, she became President EMEA region at Zimmer, following the Biomet acquisition and led the integration in the region and served as President EMEA for Zimmer Biomet, leading orthopaedic company. In 2018, she joined Fresenius Medical Care, the renal company, as CEO EMEA and Member of the Management Board.

Effective January 2022, Katarzyna took over responsibility for the globally operating Care Enablement segment in which Fresenius Medical Care AG has consolidated its €5.5 billion healthcare products business into one MedTech organization. Her responsibility includes research and development, quality and regulatory, manufacturing, supply chain and commercial operations.

Nationality:



German/Polish



Marc Owen

Independent Non-Executive Director

Appointed Independent Non-Executive Director in October 2017 and held the role of Senior Independent Director from September 2022 to September 2024



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. Marc is responsible for ESG through his role as Chair of the CCC.

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



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 Non-Executive Director for both Haier Electronics Group and Clinical Innovations LLC.

Nationality:
 American

Sybella Stanley
Independent
Non-Executive Director

Appointed Independent Non Executive Director in February 2025. Sybella is a member of the Remuneration Committee and will assume the role of Chair from 30 June 2025.



Key skills and competencies:
Sybella brings broad international executive and non-executive experience of culturally diverse multinational organisations and interactions with the London Investment Community.

Current external appointments:
– Director of Corporate Finance at RELX Group, the global provider of information and analytics, and CoChair of the Development Board of Somerville College, Oxford.

Previous experience:
Sybella retired in December 2024 from the Board of Tate & Lyle plc where she served for nine years as an Independent Non-Executive Director and was Chair of the Remuneration Committee. She served for nine years as an Independent Non-Executive Director of Merchants Trust PLC and as Senior Independent Director and Chair of the Remuneration Committee until her retirement in March 2024. She was a member of the Industrial Development Advisory Board of the Department for Business, Energy & Industrial Strategy for eight years. Sybella qualified as a barrister and, before joining RELX Group, she was a member of the M&A advisory teams at Baring Brothers and Citigroup.

Nationality:
 British

Jez Maiden
Independent
Non-Executive Director

Appointed Independent Non-Executive Director in September 2023 and as a member of the Audit and Remuneration Committee and Chair of the Audit Committee from March 2024



Key skills and competencies:
Jez has extensive financial experience across a diverse range of industries and sectors. Jez brings more than 15 years of global experience both as a FTSE Chief Financial Officer and as a Non-Executive Director on boards of companies addressing strategic and operational challenges across a number of different industries, including life-sciences and healthcare. He has had oversight of large operations in the US, Europe and Asia in highly regulated industries.

Current external appointments:
– Senior Independent Director, Travis Perkins plc.
– Non-Executive Director and member of the Audit Committee at Intertek Group plc.

Previous experience:
Jez retired in 2023 as Group Finance Director at Croda International plc, the FTSE 100 global speciality chemicals company, and previously held similar roles at National Express Group plc and Northern Foods Limited. He has served as the Senior Independent Director at Synthomer PLC and at both PZ Cussons plc and Synthomer PLC he chaired the Audit Committee and served on the Remuneration Committee. He is a fellow of the Chartered Institute of Management Accountants.

Nationality:
 British

Bob White
Independent
Non-Executive Director

Appointed Independent Non-Executive Director in May 2020



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:
– Member of the Board of Cadence, Inc.
– Member of the Supervisory Board of Philips (pending approval at AGM, May 2025).

Previous experience:
Bob has held a number of senior Vice President positions throughout his career, most recently as Executive Vice President and President, Medical Surgical Portfolio at Medtronic plc. He was also senior Vice President at Chemdex Corporation, Accelrys Inc., SourceOne Healthcare Technologies, Inc., GE Healthcare and President for Emerging Markets and President for Respiratory and Monitoring Solutions at Covidien. 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

General notes

Entitlement to attend and vote

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 8:00pm on 28 April 2025 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 8:00pm on 28 April 2025 will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies

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 12:00pm on 28 April 2025) (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 from 8:30am to 5:30pm (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.

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.

Proxy lodgement online

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 12:00pm on 28 April 2025 (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).

Corporate representatives

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. 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.
6. Representatives of corporate shareholders should contact their broker/custodian in advance of the meeting to request a Letter of Representation. This should be presented at registration to evidence your valid appointment at the AGM. Please contact your broker/custodian or the Company's Registrar, Computershare Investor Services Plc.

Joint holders

7. 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 vote(s) of the other joint holder(s), 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.

Proxy lodgement via CREST

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 12:00pm on 28 April 2025 (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 regard, 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. 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.

Voting via Proximity

9. Proximity Voting – if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12:00pm on 28 April 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

Documents available for inspection

10. The following documents are available for inspection during normal business hours at the registered office of the Company on any weekday (excluding UK public holidays). These documents will also be available for inspection at the physical place of the AGM from 11:45am 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.

Availability of this Notice

11. A copy of this Notice of Meeting and the other information required by section 311A of the Act can be found at the Company's website (<https://www.smith-nephew.com/en/who-we-are/investors/annual-general-meeting>).

Right to ask questions at the AGM

12. 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.

Right to request a statement from the Company

13. 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.

Information rights

14. 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.

General notes continued

Issued share capital and total voting rights

15. As at 13 February 2025 (the latest practicable date prior to publication of this Notice of Meeting), the Company's issued share capital (excluding treasury shares) consists of 877,704,186 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 877,704,186.

Electronic addresses

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 the Company Secretariat team on +44 (0)1923 477 100; or
- (b) emailing the Smith+Nephew Company Secretariat at Company.Secretary@smith-nephew.com.

Shareholders may follow up on any answer given to a question asked at the AGM via the email address stated at (b) above.

17. 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 (<https://www.smith-nephew.com/en/who-we-are/investors/annual-general-meeting>).
18. 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 on pages 15 and 16.

Right to propose a resolution

19. 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 18 March 2025, 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.

Data protection

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/privacy-notice.

Electronic communication

21. 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.

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.

Smith & Nephew plc

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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 Line). 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 emailing the Smith+Nephew Company Secretariat at Company.Secretary@smith-nephew.com.

Contact for queries

Smith+Nephew Company Secretariat

E: Company.Secretary@smith-nephew.com

Smith & Nephew plc

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