

Smith & Nephew plc (“Company”)
TERMS OF REFERENCE OF THE COMPLIANCE & CULTURE COMMITTEE

1. Purpose and Delegated Authority

1.1 The Board of Directors of the Company (“**Board**”) resolved to establish a Compliance & Culture Committee (“**Committee**”). The purpose of the Committee is to provide review and oversight of:

1.1.1 how the Board promotes the success of the Company for the benefit of its stakeholders having regard to the factors set out in section 172(1) of the Companies Act 2006 relating to:

- a. the effectiveness of the Company’s ethics and compliance programmes and their alignment to the business strategy;
- b. the processes to manage regulatory and quality risks;
- c. the Company’s culture including monitoring how it is embedded throughout the business and is aligned with the business strategy and purpose;
- d. the Company’s ESG strategy, its alignment with the priorities of the Company’s stakeholders including employees and takes account of its impact on them; and
- e. the effectiveness of the Company’s engagement with its key stakeholders.

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, on the recommendation of the Nomination & Governance Committee, and, if appropriate, in consultation with the Chair of the Committee (“**Committee Chair**”).

2.2 The Committee shall consist of at least three members, all of whom shall be independent Non-Executive Directors.

- 2.3 The Board shall appoint the Committee Chair who shall be an independent Non-Executive Director.
- 2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals, including, but not limited to the Chief Executive Officer, the Chief Compliance Officer, the Chief Quality & Regulatory Affairs Officer, the Chief HR Officer, the Chief Financial Officer, the Group General Counsel & Company Secretary, the President Global Operations, other members of the Board and certain external advisors may be invited to attend for all or part of any meeting as and when appropriate and necessary, at the Committee Chair's consent.
- 2.5 The Company Secretary or their designate shall be the Secretary of the Committee.

3. Meetings and the Transaction of Business

- 3.1 Meetings shall usually be held not less than four times a year. Meetings may be held physically or by electronic and additional meetings may be convened as the Committee Chair shall determine.
- 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 the Committee Chair or 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. The Committee Chair may also be requested from time to time, where appropriate, to meet with employees, regulators, stakeholders and other persons to discuss relevant questions.

4. Ethics and Compliance

The Committee shall:

- 4.1 on behalf of the Board, review and approve the Group Code of Conduct and Business Principles and monitor their alignment with the Purpose, Culture Pillars and Strategy;
- 4.2 receive reports and review activities regarding the implementation of the Group's ethical and compliance programme including training, communications, significant investigations, audits and monitoring of ethical and compliance procedures and processes;
- 4.3 review external developments and ethical and compliance continuous improvement programmes; and
- 4.4 review Group's external communication and reporting in respect of ethical and compliance programmes.

5. Quality

- 5.1 The Committee shall, on behalf of the Board, assess and monitor the processes by which regulatory and quality risks relating to the Company and its operations are managed, through regular reports and presentations by the Chief Quality & Regulatory Affairs Officer;

6. Culture

The Committee shall:

- 6.1 on behalf of the Board, assess and monitor the Company's culture, including whether policies, practices and desired cultural behaviours and outcomes are embedded throughout the business and aligned with the Purpose, Culture Pillars, and Strategy of the Company;
- 6.2 as required, review corporate policies and adherence to those policies relating to behavioural matters such as grievances, harassment and fair treatment;
- 6.3 on behalf of the Board, review and approve the publication of public statements relating to cultural and ethical matters, including Statements

on Conflict Minerals subject to Audit Committee approval and Modern Slavery and Human Rights subject to Board approval; and

6.4 assess and monitor the effectiveness of the Group's whistleblowing process, including cases of whistleblowing, trends and themes.

7. Sustainability

The Committee shall:

- 7.1 on behalf of the Board, review and approve the Group's Sustainability Policy, taking into account the Company's impact on employees, the environment, the local communities in which it operates, customers, suppliers and other stakeholders;
- 7.2 on behalf of the Board, monitor the Group's Sustainability performance against sustainability targets; and
- 7.3 on behalf of the Board, review and approve the Annual Sustainability Report.

8. Stakeholder Engagement

The Committee shall:

- 8.1 on behalf of the Board, oversee the effectiveness of the 'Board Listening Programme' and the Board's engagement with employees; and
- 8.2 on behalf of the Board, assess and monitor relationships with our key stakeholders including customers, suppliers, governments and regulators to better understand their views and to support the management team in their relationships with these stakeholders.

9. General

- 9.1 The Committee shall perform any other activities consistent with these terms of reference or the Company's articles of association as the Board or the Committee may deem necessary, advisable or appropriate for the Committee to perform.

10. Administration

- 10.1 The Committee shall have access to sufficient resources to carry out its duties including:
 - 10.1.1 seeking any information it requires from any employee of the Company in order to perform its duties; and

- 10.1.2 obtaining any outside legal or professional advice at the Company's expense.
- 10.2 The Committee shall, at least once a year, review its own performance, constitution and terms of reference and recommend any changes it considers necessary to the Board for approval.

Approved on 29 July 2026