

Form of proxy

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Please read the Notice of Meeting, the Group Directors' Report and the Directors' Remuneration Report before completing this form.

I/We, the undersigned, being a member of Smiths Group plc (the 'Company'), hereby appoint the

Chairman of the Meeting* as my/our proxy to attend and, on a poll, vote on my/our behalf at the Annual General Meeting of the Company to be held on 21 November 2006 and at any adjournment thereof.

In relation to the Resolutions set out in the Notice convening the Meeting, I/we desire the proxy to be used on the resolutions proposed at the Meeting as indicated below.

Please indicate your vote by marking the 'For' or 'Against' or 'Vote withheld' boxes in black ink like this: . If you do not, your proxy will vote or withhold the vote at his/her discretion.

**If any other proxy is desired, delete 'the Chairman of the Meeting' and insert in the box above the name of the proxy preferred.*

Resolutions	For	Against	Vote withheld
1. Adoption of Reports and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaration of final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Reappointment of Mr K O Butler-Wheelhouse as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Reappointment of Dr J Ferrie as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Reappointment of Sir Kevin Tebbit as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Reappointment of PricewaterhouseCoopers LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Renewal of powers under Article 6 and section 80 of Companies Act 1985	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Renewal of powers under Article 7 and section 95 of Companies Act 1985	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authority to make market purchases of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Fold here and return in the enclosed reply paid envelope

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LASER NAME WITHIN THIS AREA

0282-022-0

REFERENCE NUMBER

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CARD I.D.

00000000

ACCOUNT NUMBER

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Notes

The 'Vote withheld' boxes are provided to enable you to abstain from voting on any particular resolution. You should note, however, that a 'Vote withheld' is not a vote in law and will not be counted in determining the proportion of votes cast 'For' and 'Against' a resolution on a poll but will be counted in determining if a quorum is present.

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy or proxies to attend the Meeting and any adjournment(s) thereof and, on a poll, vote on his behalf. A proxy need not be a member. Paper proxy forms must be received at Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6TN, not later than 48 hours before the Annual General Meeting to be effective. In the case of a corporation, the appointment of a proxy must be executed either under its common seal or by a duly authorised officer or agent. In the case of joint holders, the vote of the senior joint holder on the Register of Members will be accepted to the exclusion of junior joint holders. For this purpose, the order in which the names of the joint holders are recorded in the Register of Members will determine seniority.

Only those shareholders registered in the Register of Members of the Company at 6.00 pm on 17 November 2006 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the Register after 6.00 pm on 17 November 2006 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Information on voting electronically via the internet or through CREST is contained in the notes to the Notice of Meeting.

Completion of a proxy card (or submission of an electronic proxy appointment) does not prevent a shareholder from attending the Annual General Meeting and voting in person. In such circumstances, any appointment of a proxy would be automatically revoked.

Signature

Date

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Admission card

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BARCODE

Annual General Meeting – 21 November 2006 at 12.00 noon

If you come to the Meeting, please bring this card with you. It is evidence of your right to attend and vote at the Meeting and will help you gain admission as quickly as possible. Please also see overleaf.

Please retain this card until the close of the Meeting or any adjournment of the Meeting.

Notification of attendance card

For security purposes, if you intend coming to the 2006 Annual General Meeting, please detach this card and return it as soon as possible, stating the names of all shareholders to attend.

No postage stamp is necessary.

All joint shareholders may attend the Meeting.

LASER NAME WITHIN THIS AREA

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For security purposes please write down the names of all shareholders and others to attend

How to get there

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Smiths Group Plc

Annual General Meeting
at the Banqueting Suite,
Lord's Cricket Ground,
Grace Gate,
St John's Wood Road,
London NW8 8QN

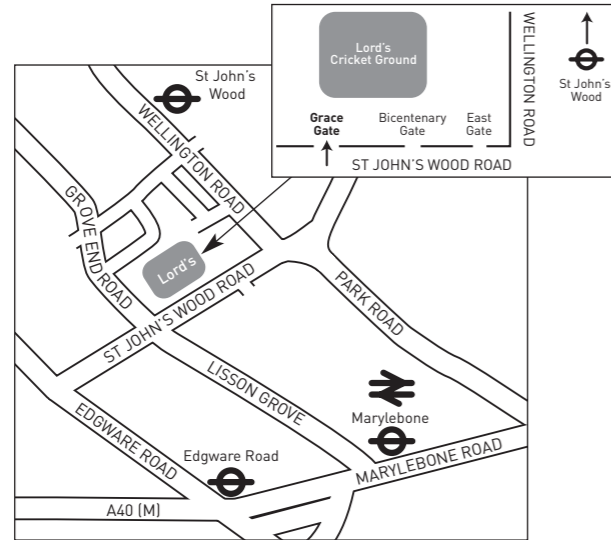
**Tuesday, 21 November 2006
at 12.00 noon**

Light refreshments only
will be served.

Security

Please bring this card as well
as some form of personal
identification to the Meeting.
On entry, bag checks may be
carried out. We encourage
arrival in time to allow for
security checks.

Entrance:
Grace Gate, Lord's Cricket Ground, St John's Wood Road



RESPONSE SERVICE
Licence No. SEA 10846



Lloyds TSB Registrars
The Causeway
Worthing
BN99 6ZL

Your completed and signed proxy form should be posted, in the enclosed reply-paid envelope, to Lloyds TSB Registrars, The Causeway, Worthing BN99 6TN, so as to arrive before 12.00 noon on 19 November 2006 (48 hours prior to the Annual General Meeting).