

# Notice of Annual General Meeting

**Notice is hereby given that the ninety-first Annual General Meeting of Smiths Group plc will be held at the Banqueting Suite, Lord's Cricket Ground, Grace Gate, St John's Wood Road, London NW8 8QN on Tuesday 15 November 2005 at 2.30 pm for the following purposes:**

## Ordinary business

1. To adopt the reports of the directors and the auditors and the audited accounts for the year ended 31 July 2005.
2. To approve the directors' remuneration report for the year ended 31 July 2005.
3. To declare a final dividend on the ordinary shares.
4. To reappoint Mr R W O'Leary as a director of the Company until the conclusion of the 2006 Annual General Meeting of the Company.

## Note

As stated in the Directors' Report and Summary Directors' Report, Mr O'Leary will retire having been in office for more than 30 months since his last reappointment. He is a member of the Audit and Remuneration Committees of the Board. His biography is included in the Annual Report and Accounts 2005 and on the Company's website – [www.smiths-group.com](http://www.smiths-group.com).

5. To reappoint PricewaterhouseCoopers LLP as auditors of the Company.
6. To authorise the directors to determine the remuneration of the auditors.

## Special business

7. To consider and, if thought fit, pass the following ordinary resolution:

That, in accordance with Article 6 of the Articles of Association of the Company, the directors be and are hereby authorised to allot relevant securities having a nominal value not exceeding £47,010,371 in aggregate (such authority to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 14 February 2007) and that all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect.

8. To consider and, if thought fit, pass the following special resolution:

That the directors be and are hereby authorised to allot equity securities for cash:

(a) in accordance with article 7 of the Company's Articles of Association; and

(b) within section 94(3A) of the Companies Act 1985 as if section 89(1) of the Act did not apply

provided that the powers under paragraph (a) above (other than in connection with a rights issue) and paragraph (b) above shall be limited to the allotment of equity securities having a maximum nominal amount of £7,051,555 (such authorities to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 14 February 2007) and that all previous authorities under section 95 of the Act shall cease to have effect.

9. To consider and, if thought fit, pass the following special resolution:

That, in accordance with Article 11 of the Articles of Association of the Company, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company ('ordinary shares') on such terms and in such manner as the directors of the Company may determine provided that:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 56,412,445;

(b) the minimum price which may be paid for an ordinary share is 25p per ordinary share;

(c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased;

(d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 14 February 2007; and

(e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase in pursuance of any such contract.

## Note

The Companies Act 1985 enables listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares in accordance with the Act. Shares held in treasury in this manner will be available for resale by the Company and may also be used to satisfy share options and share awards under the Company's share schemes. Accordingly, if this resolution is passed at the Annual General Meeting, the directors will have the option of holding in treasury, rather than cancelling, any shares purchased in accordance with the resolution. The Board will have regard to any guidelines issued by investor groups which may be published at the time of any such purchase, holding or resale of treasury shares.

10. To consider and, if thought fit, pass the following ordinary resolution:

That:

(a) the amendments to the Smiths Industries 1982 SAYE Share Option Scheme (proposed to be renamed the Smiths Group Sharesave Scheme and hereinafter referred to as the 'Scheme'), as referred to in the Directors' Report contained in the Company's Annual Report and Accounts 2005 and as shown in the amended rules in the form produced to the meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved;

(b) the directors be and are hereby authorised to cause such amendments to be adopted and to adopt any further amendments required by HM Revenue and Customs in order to maintain approval of the Scheme under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003; and

(c) the directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.

## Note

For further details, please see the explanatory information in the Directors' Report that accompanied this Notice.

By Order of the Board

**David P Lillycrop**  
Director and Secretary

Registered Office:  
765 Finchley Road  
London NW11 8DS

17 October 2005

## General notes

1. The statutory Reports and Accounts for Smiths Group plc for 2005 are called the Annual Report and Accounts 2005. The full Directors' Remuneration Report 2005 is contained in the Annual Report and Accounts 2005. The first two items of business at the Annual General Meeting relate to the approval of the statutory Reports and Accounts for 2005 and the full Directors' Remuneration Report 2005. Shareholders who have not elected to receive the statutory Reports and Accounts for 2005 may obtain copies by writing to the Deputy Group Secretary, Smiths Group plc, 765 Finchley Road, London NW11 8DS (e-mail: secretary@smiths-group.com) or by downloading them from the Company's website ([www.smiths-group.com](http://www.smiths-group.com)). Shareholders who wish to receive the statutory Reports and Accounts (free of charge) instead of only the Summary Financial Statement or vice versa in future years should write to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6DA, quoting Reference 0282.

2. 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 6AZ, 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 will be accepted to the exclusion of junior joint holders. For this purpose, the order in which the names of the joint holders stand on the register will determine seniority.

Shareholders wishing to appoint a proxy and register their proxy votes electronically should visit the website [www.sharevote.co.uk](http://www.sharevote.co.uk). The on-screen instructions will give details on how to complete the appointment and voting process. Electronic proxy appointments and voting instructions must be received not later than 48 hours before the Annual General Meeting to be effective.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should follow the procedures described in the CREST Manual. 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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent (ID 7RA01) not later than 48 hours before the Annual General Meeting. 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. 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 providers should note that CRESTCo 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 his 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 connection, CREST members and, where applicable, their CREST sponsors or voting service providers 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.

3. Only those shareholders registered in the register of members of the Company at 6.00 pm on 13 November 2005 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 13 November 2005 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

4. Copies of the directors' service contracts and letters of appointment for non-executive directors and the directors' deeds of indemnity are available for inspection at the registered office of the Company and at the offices of Allen & Overy LLP, One New Change, London EC4M 9QQ during normal business hours until the conclusion of the Annual General Meeting on 15 November 2005 and, on the day of the Meeting, from 2.15 pm at the place of the Meeting until the close of the Meeting.

5. Copies of the Rules of the Smiths Industries 1982 SAYE Share Option Scheme, showing the proposed amendments, are available for inspection at the same locations and for the same periods as are referred to in Note 4. above.

6. Subject to the final dividend being approved at the Annual General Meeting, dividend warrants will be payable on 18 November 2005 to the ordinary shareholders on the register at the close of business on 21 October 2005.

7. Although copies of the Annual Report and Accounts or the Summary Financial Statement are distributed to shareholders and option-holders, only shareholders on the register at the relevant time or their proxies are entitled to attend or vote at the Annual General Meeting.

8. The Company is not a close company.

## How to get there

### Entrance:

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

