

**SMITHS GROUP PLC****RESULT OF MEETING**

On 28 September 2021, Smiths Group plc (the 'Company') announced that it had entered into an agreement to sell Smiths Medical 2020 Limited, the holding company of its global medical device business to ICU Medical, Inc. (the "ICU Transaction"). On 29 October 2021, the Company published a shareholder circular and a notice of general meeting convening a general meeting to be held on 17 November 2021 ("the General Meeting") to seek shareholder approval of: (i) the ICU Transaction; and (ii) a resolution providing the Company with authority to conduct market purchases of Smiths shares (the "Share Buyback Resolution") (the "Resolutions").

The Company is pleased to announce that at the General Meeting held earlier today, the Resolutions were duly approved by shareholders by way of a poll.

Full details of the poll results are set out below.

<b>ORDINARY RESOLUTION</b>	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>VOTES TOTAL</b>	<b>% OF ISC VOTED</b>	<b>VOTES WITHHELD</b>
To approve the ICU Transaction	326,832,674	99.97	100,380	0.03	326,933,054	82.45%	2,966,450
To approve the Share Buyback Resolution	299,851,545	95.75	13,293,829	4.25	313,145,374	78.98%	16,754,130

The Board expects that, subject to the satisfaction and/or waiver of certain regulatory and antitrust conditions, completion of the ICU Transaction is expected to occur in early 2022.

**Notes**

As at 6.30 p.m. on 15 November 2021, the Company's issued share capital consisted of 396,505,049 ordinary shares of 37.5p. The Company does not hold any ordinary shares in the capital of the Company in treasury, and therefore, the total voting rights in the Company as at the voting record time were 396,505,049.

Shareholders are entitled to one vote per share. Votes withheld are not a vote in law and are therefore not counted in the calculation of the percentages of the votes cast for and against a resolution. Where shareholders appointed the Chairman as their proxy with discretion as to voting, their votes were cast in favour of the resolutions and their shares have been included in the "votes for" column.

In accordance with Listing Rule 9.6.2 copies of the resolutions approved by shareholders will be uploaded to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk>.

Details of the votes cast for the Resolutions will also shortly be made available on the Company's website at [www.smiths.com/proposed-sale-of-smiths-medical](http://www.smiths.com/proposed-sale-of-smiths-medical).

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Freshfields Bruckhaus Deringer LLP and White & Case LLP are acting as legal advisers to Smiths in connection with the ICU Transaction.

**About Smiths Group**

For over 170 years, Smiths Group has been pioneering progress by improving the world through smarter engineering. We serve millions of people every year, to help create a safer, more efficient and better-connected world, across four major global markets: Energy, General Industry, Security & Defence, and Aerospace. Listed on the London Stock Exchange, Smiths employs c.22,000 colleagues in over 50 countries. For more information visit [www.smiths.com](http://www.smiths.com).

**IMPORTANT NOTICES**

**Cautionary statement**

This announcement is not intended to, and does not constitute or form part of, any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security or a solicitation of any vote or approval, in any jurisdiction. Smiths' shareholders are advised to read carefully the formal documentation in relation to the ICU Transaction once it has been despatched. Any response to the ICU Transaction should be made only on the basis of the information in the formal documentation to follow.

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and, therefore, any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Any failure to comply with these requirements or restrictions may constitute a violation

of the securities laws or regulations of any such jurisdiction. This announcement has been prepared for the purposes of complying with English law and the UK Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside of England.

**Important information relating to the joint financial advisers and joint sponsors**

Goldman Sachs International (“Goldman Sachs”), which is authorised by the Prudential Regulation Authority (“PRA”) and regulated by the Financial Conduct Authority (“FCA”) and the PRA in the United Kingdom, is acting exclusively as joint sponsor and joint financial adviser to Smiths and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Smiths for providing the protections afforded to clients of Goldman Sachs nor for giving advice in connection with the matters set out in this announcement or any transaction, arrangement or other matter referred to in this announcement.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove (“J.P. Morgan Cazenove”), is authorised in the United Kingdom by the PRA and regulated by the FCA and the PRA. J.P. Morgan Cazenove is acting exclusively as joint sponsor and joint financial adviser to Smiths and no one else in connection with the ICU Transaction and will not regard any other person as its client in relation to the ICU Transaction and will not be responsible to anyone other than Smiths for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the ICU Transaction or any matter referred to herein.

Gleacher Shacklock LLP (“Gleacher Shacklock”), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as joint financial adviser to Smiths and for no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Smiths for providing the protections afforded to clients of Gleacher Shacklock nor for providing advice in connection with the matters set out in this announcement or any transaction, arrangement or other matter referred to in this announcement.

Smiths Group plc’s LEI number is: 213800MJL6IPZS3ASA11