



SMITHS FINANCE LIMITED
Company number 07888063

(the "Company")

Private Company Limited By Shares

Written Resolution of the Sole Member of the Company

Circulation date: 16 November 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "**Resolution**") be passed as a written resolution. The Resolution is proposed as a special resolution.

SPECIAL RESOLUTION

THAT, the directors of the Company having on 16 November 2015 made a solvency statement in accordance with section 643 of the Act, the capital redemption reserve of the Company be cancelled in accordance with sections 641 and 733(6) of the Act by reducing the capital redemption reserve by an amount of £91,928,663 and a part of the reserve thereby created (together with the Company's existing distributable reserves) applied for the purpose of the redemption of 143,000,000 redeemable shares of US\$1 each in the capital of the company registered in the name of Smiths Group International Holdings Limited for an aggregate amount of \$143,000,000.

AGREEMENT

Before signifying your agreement to the Resolution, please read the notes at the end of this document.

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution hereby irrevocably agree to the Resolution and confirm that we have received a copy of the directors' solvency statement at or before the time we received the copy of the Resolution as required by section 642(2) of the Act.

Signed by

Julian Fagge *Director*
for Smiths Group International Holdings Limited

Date

19/11/15

Certified a true copy

Secretary

NOTES:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Katherine Wright c/o Smiths Group plc, 2nd Floor Cardinal Place, 80 Victoria Street, London SW1E 5JL
- **Post** returning the signed copy by post to Katherine Wright c/o Smiths Group plc, 2nd Floor Cardinal Place, 80 Victoria Street, London SW1E 5JL
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Katherine.Wright@smiths.com

You may not return the Resolution to the Company by any other method

- 2 If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by midnight on the end of the period of 28 days beginning with the circulation date, sufficient agreement has been received for the Resolution to pass, that Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.