

SMITH & NEPHEW PLC
Form 20-F
March 05, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE
ACT OF 1934

or

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

or

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

Commission file number 1-14978

Smith & Nephew plc

(Exact name of Registrant as specified in its charter)

England and Wales

(Jurisdiction of incorporation or organization)

15 Adam Street, London WC2N 6LA

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name on each exchange on which registered |
|----------------------------|---|
| American Depositary Shares | New York Stock Exchange |

| | |
|-----------------------------|--------------------------|
| Ordinary Shares of 20¢ each | New York Stock Exchange* |
|-----------------------------|--------------------------|

*Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None.

Indicate the number of outstanding shares of each of the issuer's class of capital or common stock as of the close of the period covered by the annual report: 890,855,310 Ordinary Shares of 20¢ each

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934: Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company.

Large Accelerated Filer Accelerated Filer Non-accelerated filer
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. Yes No

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board
Other

If “Other” has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow: Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

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Front cover: Employees from Smith & Nephew’s Expert Connect Centre, Watford, UK – Natalia Zielinska (middle) Bioskills Laboratory Manager, Alejandra Alvarez Pineda (left) and Michael Mead, Bioskills Laboratory Specialists (right).

We are a constituent of the UK's FTSE100 and our shares are traded on the London Stock Exchange and through American Depositary Receipts on the New York Stock Exchange (LSE: SN, NYSE: SNN).

The Strategic Report, which has been prepared in accordance with the requirements of the Companies Act 2006, comprises the first five sections above and has been approved and signed on behalf of the Board. The Directors' Report comprises pages 6, 16–17, 25–28, 33–39, 42–78, 107, 140-142, 158 and pages 171–193 of the Annual Report.

SMITH & NEPHEW ANNUAL REPORT 2017 OVERVIEW 1

Smith & Nephew is a global medical technology business that has been supporting healthcare professionals to improve patients' lives since 1856.

DRIVING PERFORMANCE

PIONEERING INNOVATION

& ENSURING TRUST

We do this by taking a pioneering approach to the design of our advanced medical products and services, by securing wider access to our diverse technologies for more customers globally, and by enabling better outcomes for patients and healthcare systems.

We have leadership positions in:

Orthopaedic Reconstruction and Trauma

Joint replacement systems for knees and hips and products to help repair broken bones

Advanced Wound Management

Treatment and prevention products for hard-to-heal wounds

Sports Medicine

Implants and enabling technologies for minimally invasive repair of the joint

FIND MORE ONLINE

To learn more about Smith & Nephew,

to register to receive our news,

or to explore opportunities to join us,

please visit www.smith-nephew.com

2 OVERVIEW SMITH &
NEPHEW
ANNUAL
REPORT 2017

CHAIRMAN'S STATEMENT

PROVIDING

LEADERSHIP

The Board approaches 2018 with optimism. Olivier has built a strong foundation and we expect to attract someone of the highest calibre to accelerate business performance from this base.

DEAR SHAREHOLDER

One of the core duties of a Board is to ensure that companies evolve to meet the ever changing challenges and opportunities they face. A Board must set the pace in this, refreshing and strengthening its membership with deeper expertise, new perspectives and greater diversity.

Since becoming Chairman in 2014 I am pleased with the evolutionary changes we have made at Smith & Nephew. I believe these build on the successes of the past and position the Company well for further progress.

STRENGTHENING THE BOARD

We have been able to attract new Non-Executive Directors of high calibre to replace Board members retiring after completing their service.

Angie Risley, who joined in September 2017, is currently Group HR Director of J Sainsbury plc and was previously Non-Executive Director of Arriva plc, Biffa plc and Serco plc where she was also chairman of the Remuneration Committee. Marc Owen, recently retired from the Executive Committee of Fortune 500 healthcare business McKesson Corp, where he was Chairman of Celesio AG and President of McKesson Speciality Health, and previously a healthcare and technology specialist at McKinsey, joined in October 2017. Roland Diggelmann, Chief Executive Officer at Roche Diagnostics and a member of the Corporate Executive Committee of F. Hoffmann-La Roche Ltd, and previously a senior executive at Zimmer GmbH, will join on 1 March 2018.

Marc and Roland strengthen the Board's knowledge of commercial healthcare and the medical devices sector while Angie will provide effective leadership to our Remuneration Committee when Joe Papa steps down at the AGM in April. Joe has been a highly valued colleague and exemplary steward of Smith & Nephew. On behalf of the whole Board, I thank him for his service.

CHIEF EXECUTIVE OFFICER

In October Olivier Bohuon notified the Board of his intention to retire by the end of 2018, after seven years as Chief Executive Officer. Under Olivier's leadership Smith & Nephew has undergone important and necessary change and he has significantly strengthened the foundations of our Company. As Smith & Nephew enters its next chapter, the Board is determined to build on this.

SMITH & NEPHEW ANNUAL REPORT 2017 OVERVIEW 3

Olivier continues to lead Smith & Nephew and drive the Company's growth initiatives and operating plans. In this he is supported by our new Chief Financial Officer, Graham Baker, who joined in March 2017.

The Board has been impressed with Graham's strong start as he quickly developed his understanding of the business and we welcome his commercial acumen and attention to detail. Our views of Graham have been echoed by the positive shareholder feedback we have received.

GOVERNANCE AND CULTURE

In 2017 the Board invested significant time meeting local management and employees and understanding market dynamics. These included visiting our offices in Dubai, Tokyo and Hull, as well as some Board members spending time with our salesforce to better appreciate their role and meeting customers. In addition to giving us commercial insight, such activities let us get anecdotal evidence of the culture at Smith & Nephew, something the Board puts great value on. We strive to set the tone from the top, and review data to demonstrate performance, but it is only by meeting employees from all levels of the Company that we can be certain that Smith & Nephew's values of I perform, I innovate and I earn trust are being lived across the business.

We conducted our regular review of strategy and Group structure at our annual strategy meeting in October, ensuring the continued close alignment of Board and management on our expectations and current direction. We upgraded our Risk Management process and strengthened our internal team in this area. Our Senior Independent Director, Ian Barlow, conducted a Board Effectiveness Review which identified some areas of further improvement which we are focusing on, such as deepening our knowledge of the competitive landscape to enable us to better support management develop and deploy resources to win in our chosen markets. I encourage you to read more about these and other matters in our Governance section starting on page 50.

2017 PERFORMANCE

The Board receives regular updates on the performance of the business from the CEO and CFO, together with members of the senior management team attending Board meetings over the course of the year.

We could clearly see areas of the business where the Company excelled in 2017, such as Global Operations where we have improved quality and supply, and R&D, where we have an exciting new product pipeline. It is no coincidence that both of these areas of the business have effective leaders who impressed the Board during 2017.

Whilst the trading performance of the Group was better than in 2016, and we delivered within our guidance, we continue to endorse the Chief Executive's view that this business can and should deliver better results and reinforce the need for continued focus on driving better execution.

The 2017 full year dividend of 35.0¢ per share reflects the strong growth in adjusted earnings per share.

The Board approaches 2018 with optimism. Olivier has built a strong foundation and we expect to attract someone of the highest calibre to accelerate business performance from this base. Thank you for your support and engagement in 2017 and the Board looks forward to serving you into an exciting next chapter for Smith & Nephew.

Yours sincerely,

Roberto Quarta

Chairman

FINANCIAL HIGHLIGHTS

| | | | | |
|--|---|-------------------------|--|------|
| \$4,765m | +2% | +3% | 35.0¢ | +14% |
| Revenue | Reported | Underlying ¹ | Dividend per share | |
| Group revenue was up 2% on a reported basis (including -1% headwind from the 2016 Gynaecology business disposal) and 3% on an underlying basis, in line with guidance. | | | The 14% year-on-year increase reflects the strong growth in adjusted earnings per share. | |
| \$934m | +17% | \$1,048m | +3% | 8%8¢ |
| Operating profit | Trading profit ¹ | | Earnings per share (EPS) | |
| Operating profit margin of 19.6% is up 240bps year-on-year due to more favourable non-trading items. | Trading profit margin ¹ was 22.0%, up 20bps year on year, in line with guidance. | | In 2016 EPS benefited from the gain on the disposal of the Gynaecology business. | |
| 94.5¢ | +14% | 14.3% | +280bps | 5% |
| Adjusted Earnings per share ¹ (EPSA) | Return on Invested Capital ¹ (ROIC) | | R&D expenditure | |
| Reflects one-off tax benefits, improvements in trading profit margin and the tax rate on trading ¹ . | Reflects improvements in operating profit, the lower tax rate and a stable asset base. | | To drive innovation, we maintain our investment in R&D at around 5% of Group revenue. | |

¹ These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

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NEPHEW
ANNUAL
REPORT 2017

CHIEF EXECUTIVE OFFICER'S REVIEW

STRONGER

SMITH & NEPHEW

In 2018, I expect Smith & Nephew to build on 2017 by delivering another year of improved performance driven by our strong product portfolio and pipeline of innovative products.

DEAR SHAREHOLDER

We delivered on our promises to improve the top and bottom line in 2017. Our healthy balance sheet, good cash generation and increased dividend demonstrate the robust foundations underpinning our business. In 2018, I expect Smith & Nephew to build on 2017 by delivering another year of improved performance driven by our strong product portfolio and pipeline of innovative products.

STRATEGIC PRIORITIES

In my first year as Chief Executive, in 2011, we set five strategic priorities that have shaped a fundamental management and operational restructuring of the Group as a foundation to improving its growth and profit profile. Through these priorities we continue to drive our business forward.

In 2017 I was pleased with the resultant commercial performance in many areas. In Knee Implants we had an outstanding year, Trauma and Extremities and Advanced Wound Devices also, and we returned the Emerging Markets to double-digit revenue growth.

Of course, there are some areas that did not meet my expectations, such as in Arthroscopic Enabling Technologies and European Wound Care. These are not because of new issues, but they are taking longer to improve than expected. We are attacking the underlying issues with renewed vigour in 2018.

You can read more about our performance against each of the strategic priorities in the next few pages (pages 10–15). I would like to draw your attention to how our strong new product portfolio reflects our decision of a few years ago to increase our investment in disruptive R&D and technology acquisitions.

SMITH & NEPHEW ANNUAL REPORT 2017 OVERVIEW 5

One of our best recent achievements was to create a global R&D organisation that became fully operational in 2017 and is building on these successes. We now have greater visibility across our development portfolio to ensure we back the winners of the future in areas such as digital, robotics and biologics. We are making better decisions and hitting milestones consistently, and this will underpin our success for many years to come.

ACCELERATING PERFORMANCE & INNOVATION

As we have transformed Smith & Nephew, so our markets and industry have changed. We are seeing an increasingly competitive environment: new selling models, new entrants, pricing pressure and increasing costs – which in some markets are outpacing our growth. We also see great opportunity to invest behind pioneering technologies which take market share, offer a wider selection of commercial terms to suit more customers, expand our reach in the emerging markets and start to realise the benefits of the digital revolution for our industry.

In late 2017 we undertook a review of our business to look for opportunities to achieve higher growth targets, strengthen our competitive position, and make us more agile to changes in the market. As a result, in early 2018 we introduced the APEX programme, which stands for ‘Accelerating Performance and Execution’. APEX will make key enhancements to our business and ways of working over the next five years. We expect this programme to deliver \$160 million of annualised benefits by 2022. APEX is now possible because of the work put in to create our strong Group structure, and it will build on this robust base. More information on APEX can be found on page 14.

BUILDING A WINNING CULTURE

Our success as a Company is made possible by talented employees working together for our shared mission: to support healthcare professionals in their efforts to improve patients’ lives. This is why being a great place to work is important to us, and why every two years we measure our progress toward this goal with our Global Employee Survey.

Our survey tool is the Great Place to Work Institute’s Trust Index, and in 2017 we performed strongly across the dimensions of vision, recognition, pride and equality. We now have nine countries accredited as a Great Place to Work.

We put great store by our culture, and work to embrace diversity, encourage progression, and reward success. We also want our employees to put something back into their communities. Our People section on pages 25–28 describes our commitments and actions across all of these areas.

LOOKING TO THE FUTURE

In October 2017 I announced my decision to retire from Smith & Nephew by the end of 2018. As I looked ahead to the next long-term phase of growth, I decided that it was the right time to announce my retirement plans, providing ample time to identify a successor and ensure a smooth transition.

In the meantime, I remain resolutely focused on delivering our commitments for 2018, while positioning the Company for further success. Looking further ahead, our greater focus on commercial execution gives us confidence we will

outgrow our markets and the new APEX programme supports our expectation of improved trading profit margin.

Yours sincerely,

Olivier Bohuon

Chief Executive Officer

OUR STRATEGIC PRIORITIES

Our strategic priorities guide our actions to support healthcare professionals and transform our growth profile.

BUILD A STRONG POSITION IN ESTABLISHED MARKETS

FOCUS ON EMERGING MARKETS

INNOVATE FOR VALUE

SIMPLIFY AND IMPROVE OUR OPERATING MODEL

SUPPLEMENT ORGANIC GROWTH WITH ACQUISITIONS

STRATEGIC PRIORITIES UPDATE PAGE 10

OUR PEOPLE PAGE 25

6 OVERVIEW SMITH &
NEPHEW
ANNUAL
REPORT 2017

WHO WE ARE

ONE GLOBAL
BUSINESS

WITH MORE THAN 15,000 EMPLOYEES

OUR VALUES AND HOW WE ACT

Our values shape everything that we do as a business and form the basis of our relationships with all our stakeholders.

Performance

Performance means being responsive to the needs of our customers and their patients, setting ourselves clear goals and standards and achieving them.

Innovation

Innovation means being energetic, creative and passionate about everything we do, anticipating customers' needs and overcoming barriers and developing opportunities.

Trust

Trust is something we understand that we have to earn and we strive to operate with integrity and take an ethical approach to business.

AN INTEGRATED BUSINESS

| UNITED STATES (US) | OTHER ESTABLISHED MARKETS | EMERGING MARKETS |
|---|--|---|
| <p>The United States is the Group's largest market representing 48% of our global revenue. Due to its commercial importance to the Group, its revenue is reported separately. The United States is also home to a number of our manufacturing facilities.</p> | <p>Other Established Markets comprise commercial operations in Europe, Australia, Japan, Canada, and New Zealand, We have manufacturing facilities in the UK, Germany and Switzerland.</p> | <p>Emerging Markets include our commercial businesses in China, Asia, India, Russia, Middle East, Africa and Latin America.</p> <p>These generated 16% of Group revenue in 2017. We have manufacturing facilities in China, Costa</p> |

| | | |
|----------------------------------|----------------------------------|-------------------------------------|
| 2017 revenue | 2017 revenue | Rica, India, Russia and Curacao. |
| \$2,306m | \$1,678m | 2017 revenue |
| 0% +2% | 0% 0% | \$781m |
| Reported Underlying ¹ | Reported Underlying ¹ | +13% +12% |
| | | Reported Underlying ¹ |

ORTHOPAEDIC
RECONSTRUCTION
AND TRAUMA

SPORTS MEDICINE

ADVANCED WOUND
MANAGEMENT

GLOBAL
FUNCTIONS²

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

2 Commercial Excellence including Global Marketing, R&D, Manufacturing & Supply Chain, Central Support.

SMITH & NEPHEW ANNUAL REPORT 2017 OVERVIEW 7

SELLING NINE PRODUCT FRANCHISES

| | | |
|----------------------|------------------------------------|---------------------------|
| KNEE IMPLANTS | SPORTS MEDICINE JOINT REPAIR | ADVANCED WOUND CARE |
| HIP IMPLANTS | ARTHROSCOPIC ENABLING TECHNOLOGIES | ADVANCED WOUND BIOACTIVES |
| TRAUMA & EXTREMITIES | OTHER SURGICAL BUSINESSES | ADVANCED WOUND DEVICES |

SUPPORTING HEALTHCARE PROFESSIONALS IN MORE THAN 100 COUNTRIES

| Revenue by products | | | Revenue by geography | |
|---------------------|------------------------------------|--------|---------------------------|----------|
| A | KNEE IMPLANTS | \$984m | UNITED STATES | \$2,306m |
| B | HIP IMPLANTS | \$599m | OTHER ESTABLISHED MARKETS | \$1,678m |
| C | TRAUMA & EXTREMITIES | \$495m | EMERGING MARKETS | \$781m |
| D | SPORTS MEDICINE JOINT REPAIR | \$627m | | |
| E | ARTHROSCOPIC ENABLING TECHNOLOGIES | \$615m | | |
| F | OTHER SURGICAL BUSINESSES | \$189m | | |
| G | ADVANCED WOUND CARE | \$720m | | |
| H | | \$342m | | |

ADVANCED
WOUND
BIOACTIVES
I ADVANCED \$194m
 WOUND
 DEVICES

8 OUR BUSINESS & MARKETPLACE SMITH & NEPHEW ANNUAL REPORT 2017

OUR BUSINESS MODEL

HOW WE
CREATE VALUE

THE RESOURCES WE NEED

OUR PEOPLE

Engaging, developing and retaining our more than 15,000 employees is important to us and we work hard to be a great place to work as well as a responsible corporate citizen.

RESEARCH & DEVELOPMENT

Innovation is part of our culture and we invest 5% of our revenue to develop new products that will help improve patients' lives.

MANUFACTURING & QUALITY

We operate our global manufacturing efficiently, and at the highest possible standards, to ensure product quality at competitive pricing.

SALES & MARKETING

We support our customers in over 100 countries. Our commercial teams are highly specialised with an in-depth knowledge across the full range of product franchises.

ETHICS & COMPLIANCE

We are committed to doing business the right way and apply strict business principles to the way we deal with our customers and partners.

TRAINING & EDUCATION

Every year, thousands of healthcare professionals attend our training courses around the world. Education is fundamental to how we support our customers.

THE RESOURCES WE NEED PAGE 25

A FOCUS ON

PERFORMANCE

OUR VALUE PROPOSITION

Our mission is to support healthcare professionals by providing advanced medical devices that they use in their daily efforts to improve the lives of their patients.

PIONEERING APPROACH

We take a pioneering approach to the design of our products and services. Smith & Nephew has a long history of innovation, dating back to our foundations in the 19th century, and today we support customers to manage and prevent disease states, and enable swifter recovery for their patients.

ENSURING WIDER ACCESS

We strive to secure wider access to our advanced technologies for more customers globally. In emerging markets we have built an entrepreneurial business resourced to reach and support an ever greater number of customers in delivering affordable healthcare.

ENABLING BETTER OUTCOMES

We seek to enable better outcomes for patients and healthcare systems, providing high quality products and appropriate training to improve clinical outcomes, enabling healthcare professionals to treat more patients and improving the economic outcome for payers.

CREATING
PRODUCTS

We have leadership positions in Orthopaedic Reconstruction and Trauma, Advanced Wound Management and Sports Medicine:

- Knee Implants
- Hip Implants
- Trauma & Extremities
- Sports Medicine Joint Repair
- Arthroscopic Enabling Technologies
- Other Surgical Businesses
- Advanced Wound Care
- Advanced Wound Bioactives
- Advanced Wound Devices

OUR PRODUCTS PAGE 18

FOR OUR
CUSTOMERS

We service our customers through our dedicated and highly trained global sales force and selected third party sellers:

- Surgeons
- Nurses
- Nurse specialists
- Physicians, GPs
- Healthcare systems
- Procurement groups
- Payers, administrators
- Retail, consumers, patients

THE OUTPUT OF WHAT WE DO
FINANCIAL PERFORMANCE

Targeting higher revenue growth and a better trading profit margin.

\$4,765m

Revenue

\$934m

\$1,048m

Operating Profit

Trading Profit¹

CAPITAL ALLOCATION FRAMEWORK

Prioritising the use of cash and ensuring an appropriate capital structure.

\$269m

Dividend

IMPROVED QUALITY OF PATIENTS' LIVES

Providing our advanced medical devices in more than 100 countries.

100+

countries

TRAINING AND EDUCATION

Supporting HCPs and ensuring the safe and effective use of our products.

45,000+
surgeon training instances
GREAT PLACE TO WORK
Supporting and encouraging employees to
live our values.
15,000+
employees
A SUSTAINABLE BUSINESS
Working in a sustainable, ethical and
responsible manner everywhere we operate.
160+
years of proud history

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

10 OUR BUSINESS & MARKETPLACE SMITH &
NEPHEW
ANNUAL
REPORT 2017

STRATEGIC PRIORITIES

MAXIMISING OUR
PERFORMANCE

Smith & Nephew has a clear vision to build a successful, sustainable business. This vision is encapsulated in our corporate value proposition – supporting healthcare professionals by taking a pioneering approach to the design of our advanced medical products and services, by securing wider access to our diverse technologies for more customers globally, and by enabling better outcomes for patients and healthcare systems.

We are focused on transforming the growth profile of the business while delivering this proposition. We are working to rebalance the Group towards higher growth opportunities. Over the last five years, Smith & Nephew has materially improved the mix of higher growth potential to lower growth businesses, shifting from one-third higher growth to over 50% today.

Our strategic priorities, introduced in 2011, guide our actions in delivering these twin aspirations of supporting healthcare professionals and transforming our growth profile.

OUR STRATEGIC PRIORITIES

BUILD A STRONG POSITION IN ESTABLISHED MARKETS

Build on existing strong positions, win market share through greater product and commercial innovation and drive efficiencies to liberate resources.

SEE OPPOSITE

FOCUS ON EMERGING MARKETS

Deliver leadership in the Emerging Markets by building strong, direct customer relationships, widening access to our premium products and developing portfolios designed for the economic mid-tier population.

INNOVATE FOR VALUE

Deliver pioneering products and business models that improve clinical and health economic outcomes and widen access across geographies and patient groups.

PAGE 13

SIMPLIFY AND IMPROVE OUR OPERATING MODEL

Pursue maximum efficiency in everything we do, streamline our operations and manufacturing, remove duplication and build strong global functions to support our commercial teams.

PAGE 14

SUPPLEMENT ORGANIC GROWTH WITH ACQUISITIONS

Build our platform by acquiring complementary products or businesses in our higher growth segments and manufacturing and distribution capabilities in the Emerging Markets.

PAGE 15

BUILD A STRONG POSITION IN ESTABLISHED MARKETS

Established Markets for Smith & Nephew are the US, Europe, Australia, Japan, Canada and New Zealand. Smith & Nephew delivered 84% of its revenue from these countries in 2017.

In the United States, our single largest country representing 48% of global revenue, reported revenue growth was flat and underlying growth was 2%. The Other Established Markets growth rate was flat on both an underlying and reported basis.

In 2017 we focused on improving our commercial execution. With a simpler and more agile commercial structure in each country, supported by global functions, we sought to drive improved performance and greater efficiency. This was supported by sales force excellence initiatives including a sharper focus on both health economic and clinical evidence to support our products.

In Reconstruction, the Knee Implants franchise performed well, with the JOURNEY™ II Total Knee System driving good growth, as did the LEGION™ Revision Knee System. In Hip Implants, the new REDAPT™ Revision and POLARSTEM™ Cementless Stem systems were well received. In Trauma & Extremities, new clinical evidence supported increased uptake of our TRIGEN™ INTERTAN™ hip fracture system.

Sports Medicine Joint Repair performance was driven by good demand for our shoulder repair portfolio, and we added an exciting new technology when we acquired Rotation Medical (see page 15 for more). Arthroscopic Enabling Technologies was impacted by continued softness in mechanical resection. The roll-out of our LENS™ visualisation and WEREWOLF™ COBLATION™ systems are underway and we expect an increasing contribution from these in 2018.

In the US, and other countries, we are seeing a shift towards day-case surgery for total joints starting to take place in Ambulatory Surgery Centre (ASCs), something Smith & Nephew is uniquely positioned to benefit from. Through Sports Medicine we are already a partner to many ASCs. We believe we can leverage this customer knowledge and relationships to improve the performance of our knee implants franchise. Our portfolio is well-suited for ASCs where early mobility and efficiency are key, as is our robotic NAVIOTM Surgical System due to its small footprint, portability and cost.

The Advanced Wound Care franchise delivered strong growth in the US, but was held back by softer market conditions in Europe. In Advanced Wound Bioactives, SANTYL™ benefited from a new analysis demonstrating its effectiveness in advancing pressure ulcers through the healing process², improving performance in the second half of the year. Advanced Wound Devices performed strongly across the year, led by the continued success of our single use negative pressure wound therapy (sNPWT) device PICO™.

\$3,984m
Revenue from Established
Markets

84%
of Group revenue

0% +1%

Reported Underlying¹

WHY THIS KPI IS IMPORTANT

We use this KPI to track the relative strength of our position in these markets.

HOW WE PERFORMED

Growth in the US, our largest market, was offset somewhat by softer conditions in some other markets.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 38 and 178–181.

2 Advances in Wound Care. Gilligan, A.M., et al. Comparative effectiveness of Clostridial Collagenase Ointment to medicinal honey for treatment of pressure ulcers. Volume 6, Number 4 (April 2017).

SUPPORTING CUSTOMERS AT THE ECC

“It’s very humbling to know we are helping improve patients’ outcomes.”

Natalia Zielinska Bioskills Laboratory Manager

Smith & Nephew is proud to support surgeons and nurses by enabling them to learn from experts in their field of speciality. We do this at our state-of-the art training and innovation centres. In early 2017 we opened the Expert Connect Centre (‘ECC’) in Croxley Park, Watford, on the outskirts of London, UK. This is already establishing itself as a flagship destination for healthcare professionals from the UK, Europe and the Emerging Markets.

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FOCUS ON EMERGING MARKETS

Our Emerging Markets represent those outside the Established Markets, including Brazil, Russia, India and China. The Emerging Markets accounted for 16% of Smith & Nephew's revenue in 2017.

In 2017 we returned our Emerging Markets business to sustainable double-digit revenue growth, up 13% on a reported basis and 12% on an underlying basis. This was a significant improvement over the flat underlying performance of 2016.

In China, our largest Emerging Markets country, we delivered double-digit revenue growth as we improved our commercial execution. In the oil-dependent Gulf States we returned to growth by focusing on securing more private healthcare business to compensate for the reduction in government tenders. The majority of our other Emerging Markets continued to do well across 2017.

We have been early investors in many of the Emerging Markets. There continue to be quarterly fluctuations in the growth rates, and differences in performance between countries, so we look at the longer term trends when making decisions, and those are very favourable.

We also see the next wave of sustained growth coming from the 'mid-tier', essentially growth from widening access to a greater proportion of the population in these countries. We are addressing this by steadily building a dedicated product portfolio and specific distribution model.

We are well positioned to continue to drive strong growth from the Emerging Markets over the medium term. The much improved performance in 2017 is in line with where we see the medium term prospects for this increasingly important segment of Smith & Nephew's business.

\$781m
Revenue from Emerging
Markets

| | |
|------------------|-------------------------|
| 16% | |
| of Group revenue | |
| +13% | +12% |
| Reported | Underlying ¹ |

WHY THIS KPI IS IMPORTANT

We use this KPI to track the growth of Emerging Markets relative to global growth.

HOW WE PERFORMED

Performance in the Emerging Markets improved strongly over the previous year.

¹ These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 38 and 178 – 181.

RETURNING CHINA TO GROWTH

“We have seen a return to double-digit growth in the attractive Chinese market.”

Olivier Bohuon Chief Executive Officer

China is our largest Emerging Market country. Here we faced challenges in 2016 as the market growth slowed down. In 2017 we improved our commercial execution and management of, and involvement in, the channel inventory. Looking to the medium term, we believe that our growth prospects in China remain very attractive.

INNOVATE FOR VALUE

In 2017 we began to benefit from a suite of exciting new products, solutions and business models as we deliver on our strategic priority to innovate for value.

In robotics, NAVIO is a unique and compelling system. In 2017 we successfully extended its indications and introduced it to new countries such as India. We launched the total knee arthroplasty (TKA) application for our JOURNEY II, LEGION and GENESIS™ II Total Knee Systems. Surgeons completed the world's first robotics-assisted bi-cruciate retaining total knee replacement procedures. This new approach used NAVIO to implant the new JOURNEY II XR (bi-cruciate retaining total knee system) currently in limited market release. This is the first and only bi-cruciate retaining robotics application commercially available.

In the Emerging Markets we continue to build our mid-tier portfolio. Our ANTHEM™ Total Knee System, which, alongside the ORTHOMATCH™ Universal Instrumentation Platform, has been designed to provide wider market access to affordable knee treatments, performed well following its 2016 launch. During the year we launched into more markets, including Russia and Saudi Arabia, and introduced a new Cruciate Retaining (CR) variant, extending the options available to surgeons.

In Sports Medicine our new LENS™ Surgical Imaging System and WEREWOLF™ COBLATION™ System for resecting soft tissue are being rolled out to customers. In Reconstruction we expanded our REDAPT™ Hip and LEGION™ Knee revision systems. In Advanced Wound Management our pioneering disposable single-use negative pressure wound therapy (sNPWT) device PICO™ continued to perform strongly and we extended our ALLEVYN LIFE foam dressing range with a new non-border version.

We also focus on providing customers with the evidence that demonstrates the effectiveness of our innovative products. In 2017, PICO benefited from new clinical evidence showing its effectiveness at reducing surgical site infections¹ and the TRIGEN™ INTERTAN™ hip fracture system also performed strongly supported by new clinical evidence².

We continue to develop new business models to address changing or unmet customer needs. During 2017 we ran the first study of our innovative Episode of Care Assurance Program (eCAP) that combines our hip and knee implants with PICO and ACTICOAT™ Flex 7 Antimicrobial Barrier Dressings. The first results showed eCAP delivering a 97% decrease in hospital readmission rates following total joint replacement surgery (based on 1,380 joint arthroplasties with only two readmissions, a readmission rate of only 0.145% as compared to published rates of 5.3% or more).

\$223m
R&D expenditure

5%
of Group revenue

WHY THIS KPI IS IMPORTANT

Through this KPI we monitor our investment in R&D.

HOW WE PERFORMED

The strong new product portfolio reflects increased investment in R&D and technology acquisitions.

1 O’Leary, D.P. et al, Prophylactic negative pressure dressing use in closed laparotomy wounds following abdominal operations. A randomised, controlled, open-label trial: The PICO Trial. Annals of Surgery, published online 06 December 2016.

2 Smith & Nephew INTERTAN claims brochure “The evidence is in ...”

WORLD-CLASS R&D IN HULL

“Britain is a global leader in medical technology innovation. Partnerships such as this between Smith & Nephew and University of Hull further strengthen our position at the forefront of global medical research and development.”

Emma Hardy MP for Hull West & Hessle

In 2017 we announced a long-term partnership with the University of Hull to create one of the world’s largest Wound Care Research Clusters with the aim of developing scientific insights and innovative treatments.

This includes the creation of eight PhD studentships and a programme of collaboration between Smith & Nephew’s new Hull Research & Development centre and the University’s new Health Campus.

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SIMPLIFY AND IMPROVE
OUR OPERATING MODEL

Since 2011 Smith & Nephew has undertaken two successful efficiency programmes that have delivered significant savings and created an integrated Group structure.

As announced with our Third Quarter 2017 Results, we believe that we now have the Group structure to allow us to strengthen our competitive position by driving further opportunities to accelerate performance through better execution, while at the same time realising savings through greater efficiency.

In 2017 we completed our assessment of these opportunities and started to implement a programme called APEX – Accelerating Performance and Execution in early 2018.

APEX is expected to deliver an annualised benefit of \$160 million by 2022, with around three-quarters of this expected by 2020, for a cash cost of up to \$240 million, of which a charge of around \$100 million is expected in 2018.

APEX has three workstreams:

1. MANUFACTURING, WAREHOUSING AND DISTRIBUTION

We have already made significant improvements over the last two years, and see further opportunities to simplify in line with best practices to reduce overall cost, while improving quality and delivery through:

- A best practice facility footprint with larger manufacturing hubs supported by speciality facilities where appropriate.
- A product portfolio that meets the needs of our customers and complies with regulations, while minimising cost, complexity and inventory.
- A supply chain that is streamlined and efficient so that we are positioned to achieve the highest levels of delivery at benchmark cost.

2. GENERAL AND ADMINISTRATIVE (G&A) EXPENSES

We have improved our G&A expense ratio over the last five years, but with our global function structure we are now able to identify additional areas of opportunity to reduce costs and improve service through:

- Best-in-class Global Business Services that includes a full-spectrum of support services delivered quickly and efficiently, enabling full focus on our customers and business objectives.
- Service hubs in locations that align to our regional needs and deliver the best value for money.
- System infrastructure that drives maximum efficiency, including rationalisation of legacy IT systems and adopting a ‘cloud-first’ strategy.

3. COMMERCIAL EFFECTIVENESS

Whilst the commercial opportunities and competitive environment continue to evolve with changing customer expectations, new go-to-market approaches and price pressure, we expect to improve overall productivity and accelerate top line growth through:

- Increased sales and marketing effectiveness.
- Selective refinement of structures and territories to meet customer and market demands.
- Being more responsive to customers’ use of tenders and changing service level demands.
- More accurate demand forecasting to improve inventory management.

19.6%

Operating Profit Margin

22.0%

Trading Profit Margin¹

WHY THIS KPI IS IMPORTANT

We use this KPI to track our underlying profit growth and trading profitability.

HOW WE PERFORMED

Trading profit margin was up 20bps, in line with guidance.

¹ These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

Based on the preliminary work undertaken when I took over as CFO, we undertook a thorough review of our business over the last few months. Our objective was to look afresh at opportunities to strengthen our competitive position and

be more efficient. We have now substantially completed this analysis and begun executing our programmes...”

Chief Financial Officer

A MORE AGILE STRUCTURE

“Based on the preliminary work undertaken when I took over as CFO, we undertook a thorough review of our business over the last few months. Our objective was to look afresh at opportunities to strengthen our competitive position and be more efficient. “We have now substantially completed this analysis and begun executing our programmes...”

Graham Baker Chief Financial Officer

SUPPLEMENT ORGANIC GROWTH WITH ACQUISITIONS

Whilst our focus in 2017 has been on improving our execution across our existing business, we have made one acquisition and a number of strategic agreements that give us access to new technologies.

In 2017 we acquired Rotation Medical, Inc., the developer of a novel tissue regeneration technology for shoulder rotator cuff repair, for an initial cash consideration of \$125 million and up to \$85 million over the next five years, contingent on financial performance. Its bioinductive implant is highly complementary to our Sports Medicine portfolio, serving an unmet clinical need and providing a compelling new treatment option for our customers^{2,3,4}.

We signed distribution agreements with Leaf Healthcare, a developer of a unique wireless patient monitoring system for pressure ulcer/injury prevention, and MolecuLight i:XTM, a handheld point-of-care imaging device that uses fluorescence imaging to display potentially harmful concentrations of bacteria in wounds in real-time.

2017 marked the third anniversary of our largest acquisition, ArthroCare. This strengthened our Sports Medicine business, with highly complementary product portfolios and customer relationships. ArthroCare also had a strong pipeline of innovations, many of which have been launched since the acquisition. The ArthroCare acquisition has met all of the three-year targets that we set, many ahead of time.

The Board periodically reviews all acquisitions to evaluate longer-term performance and capture lessons learned to help improve strategy and process. Collectively we are pleased with the performance of the technology and Emerging Markets acquisitions we have made. We continue to seek further opportunities to strengthen our technology and product portfolio and Emerging Markets business.

- 1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.
- 2 Preliminary investigation of a biological augmentation of rotator cuff repairs using a collagen implant: a 2 year MRI follow-up Bokor, Sonnabend, Deady, Cass, Young, Van Kampen, Arnoczky published in *Muscles, Ligaments and Tendons Journal* 5(3):144–150 (2015).
- 3 Histologic Evaluation of Biopsy Specimens Obtained After Rotator Cuff Repair Augmented With a Highly Porous Collagen Implant Arnoczky, D.V.M., Shariff K. Bishai, D.O., M.S., F.A.O.A.O., Brian Schofield, M.D., Scott Sigman, M.D., Brad D. Bushnell, M.D., M.B.A., Jan Pieter Hommen, M.D., and Craig Van Kampen, Ph.D. *Arthroscopy: The Journal of Arthroscopic and Related Surgery*, 33(2):278–283 (2016).
- 4 Evidence of healing of partial-thickness rotator cuff tears following arthroscopic augmentation with a collagen implant: a 2 year MRI follow-up. Bokor, Sonnabend, Deady, Cass, Young, Van Kampen, Arnoczky. *Muscles, Ligaments and Tendons Journal* 6(1):16–25 (2016).

ARTHROCARE

In 2014 we acquired ArthroCare for \$1.5 billion to strengthen our Sports Medicine business through complementary product portfolios and customer relationships.

\$50m+
of additional
sales from
cross-selling
\$85m
of total
synergies on
trading
profit¹ level

WHY THIS KPI IS IMPORTANT

We use this KPI to demonstrate the returns from acquisitions.

HOW WE PERFORMED

ArthroCare has met or exceeded all of the three-year targets, many ahead of time. We achieved both the cost and revenue synergies totalling \$85m on a trading profit¹ level, and the Return on Invested Capital in year three exceeded our target.

STRENGTHENING SPORTS MEDICINE

“We are proud of the impact our technology has made in healthcare and are excited by the opportunity to reach many more customers and their patients as an integrated part of Smith & Nephew’s extensive Sports Medicine portfolio.”

Martha Shadan Chief Executive Officer, Rotation Medical, Inc.

The bioinductive implant from Rotation Medical, Inc. has shown the ability to heal by inducing the growth of new tendon-like tissue^{2,3,4}. With its small sales force, Rotation Medical, Inc. achieved revenue of \$17m in 2017.

We expect rapid growth as we roll out the product across our large Sports Medicine sales force, first focusing on the US where the product has FDA approval.

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OUR MARKETPLACE

ATTRACTIVE
LONG-TERM TRENDS

\$34 billion
Smith & Nephew's
addressable
segment in
medical devices1
4%
Annual growth
rate of
Smith & Nephew's
addressable
segment1

HEALTHY FUNDAMENTALS, BUT COST REMAINS AN ISSUE

According to a study commissioned by the Bill and Melinda Gates Foundation (Lancet, April 2017) global healthcare spend, amounting to c. \$9 trillion in 2014, is set to grow at a real rate of c. 3% per annum per capita, reaching c. \$16 trillion in 2030 and c. \$24 trillion in 2040, representing c. 8% of the global economy.

The medical devices and supplies segment of healthcare is today worth approximately \$340 billion per annum. Within that, Smith & Nephew's addressable segment is approximately \$34 billion, growing at around 4% annually.

The main drivers for healthcare demand include demographic shift towards older populations, increases in lifestyle related ailments such as obesity, advances in technology leading to increased scope for treatment, and economic growth increasing the access and demand for healthcare – especially in the Emerging Markets. Additionally, patients increasingly seek to influence the choice of care as they become more and more informed about the range and nature of treatment options available.

Today healthcare expenditure already constitutes a significant share of the overall global economy, especially in developed markets where populations are ageing rapidly. As an example, the share of US GDP spent on healthcare has reached nearly 17% and is set to continue to rise (Lancet, April 2017). As a result, cost and cost control remain the

dominant issues across the sector and healthcare systems increasingly shift towards more efficient and effective value-based care.

SHIFT TOWARDS VALUE RATHER THAN VOLUME

The traditional approach to healthcare provision has been symptom and volume (fee-for-service) oriented which – in combination with current demographic trends – has put upward pressure on healthcare costs. In response, stakeholders are increasingly seeking to shift the focus from ‘break-fix’ to a more holistic and value-based approach focused on disease prevention and treatment results (fee-for-outcome).

Healthcare practitioners are no longer the only decision-makers, but are part of larger multi-stakeholder purchasing processes. Economic stakeholders have increasing influence on the purchase process for medical devices. New payment models, such as bundled procedure payments, risk sharing, or quality incentives/penalties, are shifting the focus from clinical utility and safety alone to clinical outcomes and health economic performance, which in turn drives demand for Health Economic and Outcomes Research (HEOR) to demonstrate clinical end economic value.

As an example, the US Centers for Medicare & Medicaid Services (CMS) aims by 2018 to spend 50% of its Medicare fee-for-service payments through alternative payment models and link 90% of its fee-for-service to quality (CMS, Jan 2015).

FOCUS ON LOWERING COSTS AND INCREASING EFFICIENCY

The desire to lower costs and increase efficiency gives rise to several trends including, for example: healthcare providers increasingly seeking to treat patients in outpatient or community settings; the increasing use of digital technologies to ensure that care is as efficient and effective as possible; the acceptance of ‘good enough’ products in some circumstances; and the sector increasingly seeing efforts to cooperate across the value chain. As an example, the UK National Health Service (NHS) is automating data exchange between its institutions and suppliers and has mandated all suppliers to provide pricing information through the Global Data Synchronization Network (GDSN) by October 2018 (NHS, Feb 2016).

GOVERNMENTS, REGULATIONS & COMPLIANCE

Governments and other public bodies are key stakeholders in our marketplace.

In the US, where healthcare spending is higher as a percentage of GDP than most other countries, politicians and regulators are focused on reducing cost and simplifying the regulatory burden on the industry. Although common ground is hard to find, there is a general consensus that the US healthcare system needs to be restructured.

In 2017, the European Union reached agreement on a new set of Medical Device Regulations which entered into force on 25 May 2017. These have a three-year transition period; therefore will fully apply in EU Member States from 26 May 2020. These regulations will impose tougher requirements of market entry and post market surveillance of medical devices. Although healthcare systems are less costly in Europe than in the US, strained government budgets and demographic challenges are driving an increased focus on value-based healthcare and requirements to demonstrate the value of innovation through evidence. Additionally, some uncertainty exists around the UK's exit from the European Union where the regulatory impact is not yet clear.

In China, which in recent years has focused on, and succeeded with, increasing access to healthcare, there is a strong focus on compliance and cost control. In 2017 the country introduced the two invoices system which effectively limits length of the supply chain thus increasing transparency and lowering cost to the end consumer. Also in 2017 Chinese regulators initiated a process to lower prices on medical devices. The initial focus of these efforts is on hip implants, drug-eluting stents and implantable cardioverter-defibrillators (ICDs).

The major regulatory agencies for Smith & Nephew's products include the Food and Drug Administration (FDA) in the USA, the Medicines and Healthcare products Regulatory Agency (MHRA) in the UK, the Ministry of Health, Labour and Welfare in Japan, the China Food and Drug Administration and the Australian Therapeutic Goods Administration.

Legislation covering corruption and bribery, such as the UK Bribery Act and the US Foreign Corrupt Practices Act, applies to all our global operations. We, and other companies in the industry, are subject to regular inspections and audits by regulatory agencies and notified bodies, and in some cases remediation activities have required, and will continue to require, significant financial and resource investment.

SEASONALITY

Orthopaedic reconstruction and sports medicine procedures tend to be higher in the winter months when accidents and sports related injuries are highest. Elective procedures tend to slow down in the summer months due to holidays. Due to the nature of our product range, there is little seasonal impact on our Advanced Wound Management franchises.

In the US, out-of-pocket costs for health insurance plans are tied to medical expenses in a calendar year. As a result, households who have reached their deductible (or out-of-pocket) cap may find that accessing care later in the year comes at a lower cost, which can encourage more of them to try and schedule any required treatments or procedures in the final months of any given year.

COMPETITION

Across our franchises we have a number of competitors which differ with respect to both product focus, geographic reach and overall scale. Whereas our key surgical competitors are generally larger and more exposed to the US, our key wound competitors are generally not US centric.

In Orthopaedic Reconstruction and Trauma we are one of four leading players as we compete against Stryker (US), Zimmer Biomet (US) and Johnson & Johnson (US). In Sports Medicine we hold a leading position behind Arthrex, while also competing against the aforementioned companies.

Our Advanced Wound Management business is the second largest in our marketplace. We lead the somewhat fragmented Advanced Wound Care sub-segment alongside Mölnlycke (Sweden). In Advanced Wound Devices we are the primary challenger to US based NWPT incumbent Acelity (US). In Advanced Wound Bioactives our key products lead their respective categories.

MARKET SIZE¹

| MARKET SIZE ¹ | \$5.5bn +6% | \$8.5bn +5% | \$14.5bn +2% | \$5.5bn +4% |
|--------------------------|------------------------------|---------------------------|-----------------------------|----------------------|
| | Sports Medicine ² | Advanced Wound Management | Hip & Knee Implants (Recon) | Trauma & Extremities |
| A SMITH & NEPHEW | 27% | A SMITH & NEPHEW | 27% | A SMITH & NEPHEW |
| B ARTHREX | 32% | B ACELITY | 17% | B DEPUY |
| C DEPUY (MITEK) | 14% | C MOLNLYCKE | 10% | C STRYKER |
| D STRYKER | 11% | D CONVATEC | 7% | D ZIMMER |
| E OTHERS | 21% | E OTHERS | 51% | E BIOMET |
| | | | | E OTHERS |

1 Data used in 2017 estimates generated by Smith & Nephew is based on publicly available sources and internal analysis and represents an indication of market shares and sizes.

2 Representing access, resection and repair products.

3 A division of Johnson & Johnson.

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OUR PRODUCTS

THE PRODUCTS WE
TAKE TO MARKET

Smith & Nephew has nine global product franchises

| | |
|--------------------------------------|--------|
| A KNEE IMPLANTS | \$984m |
| B HIP IMPLANTS | \$599m |
| C TRAUMA & EXTREMITIES | \$495m |
| D SPORTS MEDICINE JOINT REPAIR | \$627m |
| E ARTHROSCOPIC ENABLING TECHNOLOGIES | \$615m |
| F OTHER SURGICAL BUSINESSES | \$189m |
| G ADVANCED WOUND CARE | \$720m |
| H ADVANCED WOUND BIOACTIVES | \$342m |
| I ADVANCED WOUND DEVICES | \$194m |

KNEE
IMPLANTS
2017 revenue

+6% +5%

\$984m

Reported Underlying¹

Smith & Nephew offers an innovative range of products for specialised knee replacement procedures. Knee replacement surgery involves replacing the worn, damaged or diseased portion of a knee with an artificial joint. Every year more than two million patients receive total, partial or revision knee replacements worldwide.

Smith & Nephew's knee systems include the LEGION/GENESIS II Total Knee System, a comprehensive system designed to allow surgeons to address a wide range of knee procedures, and our JOURNEY II family of Active Knees. The anatomical shape of the JOURNEY II is designed to reproduce normal knee kinematics and thereby delivers

improved functional outcomes and high patient satisfaction.

In 2017 we progressed the limited market release of our JOURNEY II XR, an innovative bi-cruciate retaining knee implant, which is designed to retain the anterior and posterior cruciate ligaments (ACL/PCL) and deliver normal perception of movement and muscle control².

These systems also feature VERILAST™ Technology, our advanced bearing surface. The LEGION Primary Knee with VERILAST Technology has been laboratory-tested to 30 years of simulated wear. While lab testing is not the same as clinical performance, the tests showed significant reduction in wear compared to conventional technologies.

Our knee systems utilise our VISIONAIRE™ Patient-Matched Instrumentation, whereby a patient's MRI and X-Rays are used to create customised cutting guides that allow the surgeon to achieve optimal alignment of the new implant.

In 2017 we expanded the geographic scope of the ANTHEM Total Knee System, which, alongside the ORTHOMATCH Universal Instrumentation Platform, has been designed to provide a wider market access to affordable knee treatment. ANTHEM is tailored to meet the anatomical needs of patients from Asia, the Middle East, Africa and Latin America and the ORTHOMATCH instrumentation platform reduces weight, footprint and unnecessary cost without compromising on quality or clinical outcomes. In 2017 we expanded the geographic scope of the system which is now available in many markets including India, South Africa, Mexico, Colombia, Chile, Russia and the Middle East. We began the limited market release of a cruciate retaining version in 2017.

In early 2017 we launched the NAVIO Total Knee Arthroplasty (TKA) system, adding to the indications offered on our leading robotics platform. In the fourth quarter, we initiated the limited market release for the NAVIO XR system, which we believe will be a key technology enabler for the JOURNEY II XR knee. The robotics team continues to expand to major geographies such as India, South Africa and Australia. For more information on NAVIO see page 22.

In 2017 performance in this franchise was driven by strong demand for the JOURNEY II Total Knee System supported by growth from the LEGION Revision Knee System and ANTHEM Total Knee System.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

2 Moro-Oka, Taka-Aki, Marc Muenchinger, Jean Pierre Canciani, and Scott A Banks. 'Comparing in Vivo Kinematics of Anterior Cruciate-retaining and Posterior Cruciate-retaining Total Knee Arthroplasty'. *Knee Surgery, Sports Traumatology, Arthroscopy* 15.1. (2007):93:99 Web.

RENEWING
ACTIVE LIFESTYLE

Today’s fastest growing segment of knee replacement patients is seeking a return to a more active lifestyle¹

Traditional knee replacement options don’t meet the need for higher functionality, improved motion or long-term durability^{2,3,4,5}. Most significantly, these systems fall short in providing a return to a normal pattern of motion meaning less satisfaction for patients.

For orthopaedic surgeons seeking treatment solutions beyond traditional knee replacements, JOURNEY II Active Knee Solutions have been engineered to empower patients to return to an active lifestyle.

JOURNEY II is a seamless, next generation family of partial and primary knee designs, including a new bi-cruciate retaining JOURNEY II XR. JOURNEY II is intended to restore patients to an unmatched level of function, motion and durability.

HIP
IMPLANTS
2017 revenue

| | | |
|--------|----------|-------------------------|
| | 0% | 0% |
| \$599m | | |
| | Reported | Underlying ¹ |

Smith & Nephew’s Hip Implants franchise offers a range of specialist products for reconstruction of the hip joint. This may be necessary due to conditions such as arthritis causing persistent pain and/or as a result of hip fracture. Every year more than two million patients worldwide undergo total, resurfacing and revision hip replacement procedures.

For Hip Implants, Smith & Nephew has developed a range of primary hip systems. Core systems include the ANTHOLOGY™ Hip System, SYNERGY™ Hip System, the POLARSTEM Femoral Hip System, the R3 Acetabular System and the POLARCUP™ Dual Mobility Hip System. This diversity exemplifies our commitment to providing surgeons with implant and instrumentation options that meet the specific demands of their patients and preferred

surgical approach, most notably the direct anterior or posterolateral approach.

We also market the BIRMINGHAM HIP Resurfacing (BHR) System, an important option for surgeons treating suitable patients.

Smith & Nephew's portfolio also includes the REDAPT Revision Femoral System.

The need to perform a revision can occur for a variety of reasons including infection, dislocation, or failure of the implants to achieve biologic fixation. REDAPT is designed to turn such complex hip revisions into efficient, reproducible surgeries, allowing surgeons to effectively recreate a patient's unique functionality, while quickly and easily addressing issues such as poor bone quality.

The REDAPT Revision Femoral System comprises a monolithic stem and a Fully Porous Shell. A Fully Porous Acetabular Cup with CONCELOCTM Technology was introduced in 2016. To allow ingrowth, an additive, or 3D printing, manufacturing process is used to produce an entirely porous implant that mimics the structure of cancellous bone. The 3D printing method allows for complex design geometries that would be difficult, expensive or impossible to achieve with traditional manufacturing methods. For example, solid reinforcements can be built directly into the porous structure to provide extra strength in precise locations.

In 2017 we introduced a number of REDAPT Augments to be used in conjunction with the fully porous shell which will allow surgeons to treat more difficult acetabular revisions.

In 2017 performance in this franchise was better in the second half of the year, driven by new REDAPT Revision and POLARSTEM Cementless Stem systems.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

RENEWING ACTIVE LIFESTYLE

1 US Department of Health and Human Services Agency (HHSA) for Healthcare Research and Quality (AHRQ) Knee Replacements Up Dramatically Among Adults 45 to 64 Years Old. AHRQ News and Numbers, November 3, 2011. Agency for Healthcare Research and Quality, Rockville, MD.

2 Phil Noble et al; Does total knee replacement restore normal knee function? 2005; CORR. (431): 157–65.

3 Huch K, Müller KA, Stürmer T, Brenner H, Puhl W, Günther KP. Sports activities 5 years after total knee or hip arthroplasty: the Ulm Osteoarthritis Study. Ann Rheum Dis. 2005 Dec; 64 (12):1715–20.

4 Comparing patient outcomes after THA and TKA: is there a difference? Bourne RB, Chesworth B, Davis A, Mahomed N, Charron K. Clin Orthop Relat Res. 2010 Feb; 468(2):542–6. Epub 2009 Sep 4.

5 Functional comparison of posterior cruciate-retained versus cruciate-sacrificed total knee arthroplasty. Dorr LD, Ochsner JL, Gronley J, Perry J. Clin Orthop Relat Res. 1988 Nov; (236):36.

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TRAUMA

&

EXTREMITIES

2017 revenue

+4% +4%

\$495m

Reported Underlying¹

Our Trauma & Extremities franchise supports healthcare professionals by pioneering solutions for surgeons to stabilise severe fractures, correct bone deformities, treat arthritis, and heal soft tissue complications.

For Trauma, the principal internal fixation products are the TRIGEN family of intramedullary (IM) nails (TRIGEN META-NAIL System, TRIGEN Humeral Nail System and TRIGEN INTERTAN), EVOS™ Plating System and the PERI-LOC™ Plating System. In 2016 we unveiled new evidence showing that the TRIGEN INTERTAN hip fracture system allows patients to experience lower risk of implant failure and re-operation; faster time to fracture union; and a high return to pre-fracture status².

The EVOS Mini Fragment Plate and Screw System is a dedicated Trauma mini fragment system. This is a stainless steel highly versatile system with a multitude of plate geometries and longer screw lengths than standard mini fragment systems. In 2017, we introduced the EVOS Small Fragment system for lower extremity fractures and general trauma utilisation. This new system features more points of fixation and greater breadth of plate options. EVOS Small takes an evolutionary approach to simplifying and unifying small fragment plating systems.

For extremities and limb restoration, we offer the TAYLOR SPATIAL FRAME™ Circular Fixation System as well as a range of plates, screws, arthroscopes, instrumentation, resection and suture anchor products including foot and ankle and hand and wrist specialists. In addition, we introduced INVISIKNOT™, a unique syndesmotomic fixation device for the ankle.

2017 saw the global launch of the ATLAS™ Hip Fracture Nail in South Africa and India. It is the first Smith & Nephew nail specifically designed for the Emerging Markets.

In 2017 performance in this franchise was driven by growth from our TRIGEN INTERTAN hip fracture system where new clinical evidence continued to support increased uptake.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

2 Smith & Nephew INTERTAN claims brochure “The evidence is in ...”

SPORTS MEDICINE JOINT REPAIR

2017 revenue

+7% +6%

\$627m

Reported Underlying¹

Our Sports Medicine Joint Repair franchise offers surgeons a broad array of instruments, technologies and implants necessary to perform minimally invasive surgery of the joints, including the repair of soft tissue injuries and degenerative conditions of the knee, hip and shoulder. Our franchise operates in a large, growing market where unmet clinical needs lend room for procedural and technological innovation. Smith & Nephew is well positioned both to innovate and to reach customers globally.

Key products for knee repair include the FAST-FIX™ family of meniscal repair systems, the ENDOBUTTON™ and ULTRABUTTON™ fixed and adjustable loop devices for knee ligament reconstruction, BIOSURE™ interference screws for ligament procedures, and CARGEL™ for the repair of articular cartilage.

FIRST AND ONLY

First and only bi-cruciate retaining robotics application

2017 saw the world’s first robotics-assisted bi-cruciate retaining total knee replacement procedures, utilising our NAVIO robotics-assisted surgical system and the JOURNEY II XR bi-cruciate retaining total knee system.

The JOURNEY II XR has the potential to deliver the best possible outcome for the surgeon and patient through the preservation of important anatomical structures such as the Anterior Cruciate Ligament (ACL). The NAVIO robotics-assisted surgical system enables accurate tibial implant placement to deliver a more reproducible surgical technique. We are proud to be the only company to offer the unique combination of NAVIO robotics-assistance and the JOURNEY II XR Knee System.

For shoulder, Smith & Nephew markets a suite of products for Rotator Cuff Repair (RCR), one of the most common sports medicine procedures. These include ULTRATAPE™, a suture that provides greater tendon-to-bone contact when compared to traditional #2 suture and may enhance repair², FIRSTPASS™ ST, a sterile-packaged retrograde suture passer that eliminates the steps of loading and unloading needles and cartridges; MULTIFIX™ S, an all-PEEK knotless screw-in anchor; and HEALICOIL™, a family of suture anchors featuring open architecture that allows new bone to fill the fenestrations between screw threads. All these products can be used together or in conjunction with other existing products from the Smith & Nephew portfolio in a single procedure, significantly expanding the breadth of our RCR Solutions.

In 2017 we acquired Rotation Medical, Inc., the developer of a novel tissue regeneration technology for RCR, for an initial cash consideration of \$125 million and up to \$85 million over the next five years, contingent on financial performance. The Rotation Medical Rotator Cuff System incorporates a breakthrough technology and technique that balances biomechanics and biology to enhance the body's natural healing response, helping tendons heal by inducing growth of new tendon-like tissue^{4,5,6}. Rotation Medical is highly complementary to our Sports Medicine portfolio, serving an unmet clinical need and providing a compelling new treatment option for our customers.

The Smith & Nephew joint repair portfolio includes two next-generation anchors made of soft, all-suture material – Q-FIX™ and SUTUREFIX™. The Q-FIX All-Suture Anchor is ideal for a variety of arthroscopic shoulder and hip repairs, offering fixation performance superior to commonly used all-suture anchors and traditional anchors^{7,8}. The SUTUREFIX Ultra anchor is an attractive option for procedures in which anatomic space is very limited⁹ while still delivering high fixation strength^{10,11,12}.

Smith & Nephew offers joint repair implants made from REGENESORB™, including versions of the HEALICOIL™ suture anchors for shoulder repair and BIOSURE™ interference screws for knee repair. REGENESORB™ is an advanced biocomposite material shown to be absorbed and completely replaced by bone within 24 months in pre-clinical studies^{13,14}.

Smith & Nephew supports specific joint repair procedures for shoulder, knee and hip with a line of instruments, positioners and holders, including SPIDER2™/T-MAX procedure-enabling limb positioning systems and ACUFEX™ Hand Held Instruments.

In 2017 performance in this franchise was driven by strong demand for our leading shoulder repair portfolio.

ARTHROSCOPIC
ENABLING TECHNOLOGY

2017 revenue

-3% -3%

\$615m

Reported Underlying¹

Our Arthroscopic Enabling Technologies (AET) franchise includes high definition imaging solutions, industry leading energy based and mechanical resection platforms, and fluid management and access portfolios.

AET platforms work in concert to facilitate access to various joint spaces, visualise the patient’s anatomy, resect degenerated or damaged tissue and prepare the joint for a soft tissue repair. Products in this franchise are often used in conjunction with products from our Sports Medicine Joint Repair franchise.

Key AET products include the LENS™ Integrated visualisation system which provides outstanding image quality and functionality in a simple three-in-one Console (CCU, LED Light Source and Image Management System), Camera Head and iPad application.

We also offer the WEREWOLF and QUANTUM™ 2 COBLATION™ controllers and a wide range of high performance COBLATION Technology radio frequency (RF) wands to precisely ablate, resect and coagulate soft tissue and enable haemostasis of blood vessels.

The WEREWOLF COBLATION System is the latest innovation in our market-leading COBLATION technology. Featuring an all new controller and designed to support a broad variety of wands, WEREWOLF delivers an unparalleled range of performance capabilities and advanced safety features – WEREWOLF carries broad indications across Sports Medicine.

DYONICS™ Shaver blades provide superior resection due to their sharpness and reduce clogging with their debris evacuation capabilities, GoFLO™ and Double® Pump RF fluid management consoles expand the joint space while providing haemostasis and maintaining the saline environment necessary to perform arthroscopic procedures.

Within an operating room, our AET products are typically kept together in an arthroscopic tower, often comprising a visualisation or camera system, COBLATION or energy based resection controllers, mechanical resection or blade controllers and fluid management or pump components. Because of the strong link between the arthroscopic tower and consumables, we will showcase our industry leading tower components, such as LENS, COBLATION and DYONICS shaver blades, when selling the broader Sports Medicine portfolio.

In 2017 performance in this franchise was impacted by continued softness in mechanical resection and the legacy RF technology during the year. Our new LENS visualisation system and WEREWOLF COBLATION system are growing in share within our portfolio and we expect a gradual improvement in 2018.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

2 Shive, M., MD, et al. BST-CarGel Treatment Maintains Cartilage Repair Superiority over Microfracture at 5 Years in a Multicenter Randomized Controlled Trial. *Cartilage* 2015; Vol 6(2) 62–72.

3 Potter L, Moore C. Increased contact area utilizing the ULTRATAPE Suture for rotator cuff repair. *Bone&JointScience: Our Innovation in Focus*. 2014;4(3):1–4. Lit no: 02056.

- 4 Preliminary investigation of a biological augmentation of rotator cuff repairs using a collagen implant: a 2 year MRI follow-up Bokor, Sonnabend, Deady, Cass, Young, Van Kampen, Arnoczky published in Muscles, Ligaments and Tendons Journal 5(3):144 150 (2015).
 - 5 Histologic Evaluation of Biopsy Specimens Obtained After Rotator Cuff Repair Augmented With a Highly Porous Collagen Implant Arnoczky, D.V.M., Shariff K. Bishai, D.O., M.S., F.A.O.A.O., Brian Schofield, M.D., Scott Sigman, M.D., Brad D. Bushnell, M.D., M.B.A., Jan Pieter Hommen, M.D., and Craig Van Kampen, Ph.D. Arthroscopy: The Journal of Arthroscopic and Related Surgery, 33(2):278 283 (2016).
 - 6 Evidence of healing of partial-thickness rotator cuff tears following arthroscopic augmentation with a collagen implant: a 2 year MRI follow-up. Bokor, Sonnabend, Deady, Cass, Young, Van Kampen, Arnoczky. Muscles, Ligaments and Tendons Journal 6(1):16 25 (2016).
 - 7 ArthroCare Report #P/N 54231 01 Rev. A; ArthroCare Report #P/N 49193 01 Rev. A; ArthroCare Report #P/N 51963 01 Rev. A.
 - 8 Douglass NP, Behn AW, Safran MR. Cyclic and Load to Failure Properties of All-Suture Anchors in Synthetic Acetabular and Glenoid Cancellous Bone. Arthroscopy (26 January 2017).
 - 9 Smith & Nephew Evaluation Reports 15002113, 15002112, 15002117.
 - 10 Smith & Nephew 2011. Validation REPORT ULTRABRAID II SUTURE – BIOCOMPATIBILITY – 15001076.
 - 11 Smith & Nephew 2013. Competitive Claims REPORT, SutureFix – 15002059.
 - 12 Smith & Nephew 2013. Validation REPORT, Hip Suturefix XL – 15001076.
 - 13 Data on File, Smith & Nephew report 15000897.
 - 14 Results of in vivo simulation have not been shown to quantitatively predict clinical performance.
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OTHER SURGICAL BUSINESSES

2017 revenue

\$189m

-11% +7%

Reported² Underlying¹

The Other Surgical Businesses franchise includes our Ear, Nose & Throat (ENT) business and the NAVIO robotic surgical business, acquired at the start of 2016.

In ENT we offer surgeons a wide variety of market leading technologies to address some of the most common pathologies in otolaryngology. Our COBLATION technology has been used to remove tonsils and adenoids for over 15 years and is preferred by surgeons and patients for its ability to remove tissue at low temperatures with minimal damage to surrounding tissue.

With its ease of use and strong clinical history, COBLATION Technology is also marketed for use in turbinate and laryngeal procedures.

Our RAPID RHINO™ Carboxymethylcellulose (CMC) Technology is featured in both dissolvable and removable nasal and sinus dressings and epistaxis treatment products. When mixed with water, CMC forms a cushioning gel that naturally drains from the body after several days and supports healing by maintaining a moist physical environment.

The NAVIO Surgical System is a next generation handheld robotics platform designed to aid surgeons with implant alignment, ligament balancing and bone preparation. Furthermore, the NAVIO robotics-assisted system does not require a preoperative image, such as a CT scan. This allows patients to receive the benefits of robotics-assistance without the extra steps, costs and radiation associated with additional preoperative imaging.

In 2017 we successfully expanded the NAVIO platform into total knees, which comprise 80% of all knee replacement surgeries globally. The total knee arthroplasty (TKA) application supports Smith & Nephew's JOURNEY II, LEGION Primary and GENESIS II Total Knee Systems.

Also during 2017 surgeons completed the world's first robotics-assisted bi-cruciate retaining total knee replacement procedures. With this launch, NAVIO now offers both partial and total knee options that include the first and only robotics-assisted bi-cruciate retaining knee procedure, commercially available today.

In 2017 performance in this franchise was driven by the Ear, Nose & Throat business and continued demand for our hand-held robotics NAVIO Surgical System including the new Total Knee Application. The decline in reported

revenues reflects the impact of the disposal of the Gynaecology business in 2016.

ADVANCED
WOUND CARE

2017 revenue

0% 0%

\$720m

Reported Underlying¹

The Advanced Wound Care (AWC) franchise consists of several groups of brands, including exudate management, infection management and our cornerstone range of products.

Exudate management products focus on providing appropriate wound fluid absorption and evaporation properties to promote an optimal wound healing environment. This will reduce the burden a wound has on the patients and help them to get on with their lives and at the same time diminish costs for materials and nursing time.

Our key growth brand in this space is ALLEVYN LIFE, an innovative dressing designed to improve the quality of life for patients with chronic wounds, as well as helping healthcare professionals reduce the costs of frequent dressing changes. Further research was published in 2017, with a Randomised Controlled Trial (RCT) showing how the use of ALLEVYN LIFE, when combined with standard care, reduced the rate of pressure ulcers in the sacrum by 71%³.

Silver and iodine drive our infection management portfolio.

Our silver-based products (ACTICOAT, DURAFIBER™ Ag and ALLEVYN Ag) provide clinicians with a range of solutions to address individual patient needs in managing wound infection. ACTICOAT is well positioned to address the need for highly effective, fast-acting local antimicrobials in the care of serious infection on a wide range of wounds, including surgical incisions and chronic wounds.

Our cadexomer iodine based product, IODOSORB™, has a unique mode of action to deliver low level, slow release elemental iodine without cytotoxic effects and effectively eradicates biofilms. A recent expert consensus showed biofilms contribute to the delay in healing of chronic wounds⁴.

Smith & Nephew's cornerstone range offers a wide selection of wound care products, which means we have one of the most comprehensive ranges of wound care solutions in the industry. These products include our film and post-operative dressings, skincare products and gels.

OPSITE™ is one of our most pioneering products and has become the global standard of care in post-operative dressings. IV3000™, a specialist premium dressing for intravenous lines, continues to perform well. PROSHIELD™ & SECURA™ are proven preventative skin care products which help maintain and protect skin integrity.

In 2017 performance in this franchise was impacted by softer market conditions in Europe, which offset strong growth in the US.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

2 Reflects reduction in revenue following sale of Gynaecology business in 2016 (2016 Gynaecology revenue: \$37m).

3 Forni C., D'Alessandro F., Gallerani P., Genco R., Bolzon A., Bombino C., Mini S., Rocchegiani L., Notarnicola T., Vitullia A., Amodeo A., Celli G. Effectiveness of Using a New Polyurethane Foam Multi-layer Dressing in the

Sacral Area to Prevent the Onset of Pressure Ulcer in the Elderly with Hip Fractures. Poster presented at EPUAP 2017.

4 Schultz G., Bjarnsholt T., James G. A., Leaper D. J., McBain A. J., Malone M., Stoodley P., Swanson T., Tachi M., Wolcott R. D. for the Global Wound Biofilm Expert Panel. Consensus guidelines for the identification and treatment of biofilms in chronic non-healing wounds International Journal of Tissue Repair and Regeneration (in press).

OWN THE DISEASE

Helping customers get closer to zero...

Smith & Nephew supports healthcare professionals in reducing the human and economic cost of wounds through pioneering solutions that improve outcomes and at the same time conserve resources for health systems. Our aim is to help our customers get closer to zero surgical site complications, pressure ulcer incidence, delay in wound healing, diabetic foot amputations, and waste of healthcare. Customer insights have confirmed the need to augment our treatment offering with solutions that support the clinician in making informed decisions and achieving consistency of practice.

In 2017 we entered two distribution relationships for innovative products in the Pressure Ulcer Prevention and Infection Management categories – Leaf and MolecuLight i:X – which extended our solutions beyond treatment options.

LEAF

An estimated 2.5 million pressure ulcers/injuries are treated each year in US acute care facilities alone¹, with the cost to treat a single full thickness pressure ulcer/injury as high as \$70,000² and an estimated annual burden of \$11 billion³. Proven prevention strategies focus on protecting vulnerable areas, maintaining skin integrity and consistent offloading through patient turning.

However, despite the best efforts, maintaining these schedules with a consistent execution is often difficult. In particular, turning regimes for patients at high risk can be difficult to adhere to, going against the latest best practice guidance. The Leaf Patient monitoring system is a patient worn wireless sensor which monitors the patient's position. The constant processing of the positional data facilitates real time alerts to patient needs and turning schedules. This data can help reduce the incidence of hospital-acquired pressure injuries and help improve operational efficiency as part of a full protocol of care.

In an independently conducted RCT⁴ evaluating optimal patient turning, Leaf induced a 43% relative increase in turning protocol compliance in high-risk patients. Patients treated with Leaf were 73% less likely to develop a pressure injury.

MOLECULIGHT i:X

Currently wound assessments are made with the naked eye which can lack the accuracy required to most effectively guide clinical decision making.⁵ Using fluorescence, MolecuLight i:X quickly, safely, and easily visualises potentially harmful bacteria^{6,7,8} in wounds which may otherwise lack signs or symptoms of infection. It enhances a clinician's ability to choose the right therapy, at the right time for their patient^{6,7} and can help to guide wound sampling and

debridement^{6,9,10}, monitor wound progression^{7,8}, improve patient engagement^{5,9} and simplify wound documentation⁶.

Clinical data from wound assessments demonstrates that incorporating the MolecuLight i:X into standard of care facilitated more objective medical decision making and led to up to nine times faster wound healing⁶ and 54% more accurate swabbing.¹¹ MolecuLight i:X is not yet available in the US.

- 1 Sen et al. Wound Rep Reg 2009. 17:763–771.
 - 2 Reddy et al. Preventing Pressure Ulcers: A Systematic Review. JAMA, August 23/30 2006 Vol 296, No 8 (Reprinted).
 - 3 Russo et al. Hospitalizations Related to Pressure Ulcers, 2006. HCUP Statistical Brief #64. December 2008. Agency for Healthcare Research and Quality, Rockville, MD. <http://www.hcup-us.ahrq.gov/reports/statbriefs/sb64.pdf>.
 - 4 Pickham D. et al. Effect of a wearable patient sensor on care delivery for preventing pressure injuries in acutely ill adults: A pragmatic randomized clinical trial (LS-HAPI study). International Journal of Nursing Studies 80 (2018) 12–19.
 - 5 Hoeflok J et al. Pilot clinical evaluation of surgical site infections with a novel handheld fluorescence imaging device. Proceedings of the Annual Military Health System Research Symposium (MHSRS); 2014 Aug 18–21; Fort Lauderdale, FL.
 - 6 DaCosta RS et al. Point-of-care autofluorescence imaging for real-time sampling and treatment guidance of bioburden in chronic wounds: first-in-human results. PLoS One. 2015 Mar 19;10(3).
 - 7 MolecuLight Inc. PN 1189 MolecuLight i:X User Manual. 2016.
 - 8 MolecuLight Inc. Case Study 0051 Track Wound Size and Bacterial Presence with the MolecuLight i:X. 2016.
 - 9 Raizman R. Point-of-care fluorescence imaging device guides care and patient education in obese patients with surgical site infections. Presented at: CAWC 2016. Proceedings of the Annual Canadian Association of Wound Care Conference (CAWC); 2016 Nov 3–6, Niagara Falls, ON.
 - 10 Raizman R. Fluorescence imaging positively predicts bacterial presence and guides wound cleaning and patient education in a series of pilonidal sinus patients. Proceedings of the Annual Wounds UK Conference; 2016 Nov 14–16; Harrogate, UK.
 - 11 Ottolino-Perry K et al. Improved detection of wound bacteria using fluorescence image guided wound sampling in diabetic foot ulcers. Int Wound J. 2017 Feb 28. doi: 10.1111/iwj.12717.
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ADVANCED
WOUND BIOACTIVES

2017 revenue

0% 0%

\$342m

Reported Underlying1

Our Advanced Wound Bioactives (AWB) franchise focuses on the commercialisation of novel, topical biologic and skin substitute products that provide a unique approach to debridement, dermal repair and tissue regeneration.

Currently, our AWB portfolio includes Collagenase SANTYL Ointment (the only FDA-approved biologic enzymatic debriding agent for chronic dermal ulcers and severe burns), OASIS® Wound Matrix and Ultra Tri-Layer Matrix (naturally-derived, extracellular matrix replacement products indicated for the management of both chronic and traumatic wounds) and REGRANEX® (becaplermin) Gel 0.01% (an FDA-approved platelet-derived growth factor for the treatment of lower extremity diabetic neuropathic ulcers).

Our most significant product by sales is SANTYL Ointment, which plays an integral role in removing necrotic or dead tissue in chronic dermal ulcers (such as pressure ulcers, diabetic ulcers, and venous ulcers) and severely burned patients.

SANTYL Ointment is often considered as the reference debridement product, especially in the hospital and nursing home markets. Additionally, in 2017 we continued to see growth in the use of SANTYL Ointment by office-based physicians and have been able to stabilise the nursing home market.

We continue to focus on further establishing the value of SANTYL Ointment in treating patients. We are also working to lower overall treatment costs, improve outcomes and patient satisfaction, and further educate physicians, patients, and payers on the critical role that SANTYL Ointment plays in moving patients forward through the healing process.

The wound bioactives market growth continues to be impacted by changes in the reimbursement landscape that are driving increases in out-of-pocket expenses for patients and access in general across all sites of care.

The US is the largest market and represents the current focus for our AWB franchise. SANTYL Ointment is also available in Canada. OASIS is accessible in a number of other Established Markets.

In 2017 performance in this franchise reflected SANTYL returning to growth in the second half of the year as it benefited from new analysis of its effectiveness in advancing pressure ulcers through the healing process offset by the

reimbursement environment for OASIS which remained a headwind, as expected.

ADVANCED

WOUND DEVICES

2017 revenue

+13% +13%

\$194m

Reported Underlying¹

Our Advanced Wound Devices (AWD) franchise is comprised of our Negative Pressure Wound Therapy (NPWT) and surgical debridement businesses.

The PICO system, our pioneering single-use, canister-free NPWT solution brings the effectiveness of traditional NPWT in a modern, small portable system². It is designed for both open wounds such as pressure ulcers and closed incisions and leverages our leading dressing technology.

In 2017 the evidence base supporting PICO in our target surgical indications continued to build. A Level 1 meta-analysis containing 10 Randomised Controlled Trials and 1,863 patients demonstrated significant reduction in surgical site infections (58% reduction, $p < 0.0001$), significant reduction in dehiscence (26% reduction, $p < 0.01$) and significant reduction in length of stay (0.47 days reduction, $p < 0.0001$)³. This summation of the evidence demonstrates the positive impact PICO is having on patient outcomes and system costs.

For our traditional NPWT system, RENASYS™, evidence was published demonstrating the effectiveness in the treatment of challenging wounds and its compatibility with ACTICOAT, where high bacterial burden is impacting wound progression⁴.

This franchise also includes the VERSAJET™ Hydrosurgery system, a surgical debridement device used by surgeons to excise and evacuate non-viable tissue, bacteria and contaminants from wounds, burns and soft tissue injuries.

In 2017 performance in this franchise was led by PICO, which continued to perform strongly across the year.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

2 Hurd, T., et al. Use of a portable, single use, negative pressure wound therapy device in home care patients with low to moderately exuding wounds. A case series. *Ostomy Wound Management*. March 2014. Vol.60. Issue 3.

3 V. Strugala & R. Martin, Meta-analysis of comparative trials evaluating a prophylactic single-use negative pressure wound therapy system for the prevention of surgical site complications. *Surgical Infections* (2017). DOI 10.1089/sur.2017.156.

4 Hurd, T., et al. A Retrospective Comparison of the Performance of Two Negative Pressure Wound Therapy Systems in the Management of Wounds of Mixed Etiology. *Adv Wound Care* (New Rochelle). 2017 Jan 1;6(1):33–37.

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OUR RESOURCES

THE RESOURCES WE NEED TO DELIVER OUR PRODUCTS

OUR PEOPLE

Engaging, developing and retaining our more than 15,000 employees is important to us and we work hard to be a great place to work as well as a responsible corporate citizen.

SEE OPPOSITE

RESEARCH & DEVELOPMENT

Innovation is part of our culture and we invest 5% of our revenue to develop new products that will help to improve patients' lives.

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MANUFACTURING & QUALITY

We operate our global manufacturing efficiently, and to the highest possible standards, to ensure product quality at competitive pricing.

PAGE 29

SALES & MARKETING

We support our customers in over 100 countries. Our commercial teams are highly specialised with an in-depth knowledge across the full range of product franchises.

PAGE 30

ETHICS & COMPLIANCE

We are committed to doing business the right way and apply strict business principles to the way we deal with our customers and partners.

PAGE 32

TRAINING & EDUCATION

Every year, thousands of healthcare professionals attend our training courses around the world. Education is fundamental to how we support our customers.

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OUR
PEOPLE

WE ARE PIONEERS WITH A PURPOSE

Smith & Nephew is a company of pioneers, extending access to advanced medical technologies and enabling better outcomes for patients globally. We've been doing this since 1856.

From our beginnings as a small family pharmacy in Hull, England, we have grown in size and scope. Over the past six years, we have fundamentally changed the structure of our Company, creating greater alignment and presenting one face to our customers. We have brought pioneering products and technologies to market, such as JOURNEY II and PICO, and have successfully completed many significant acquisitions, widening our customer base around the world.

We are proud of the work we do and share a mission to support healthcare professionals in their daily efforts to improve the lives of their patients. We achieve this by working together to deliver our strategic priorities.

Every employee has a role in our success, and so it is crucial that all employees feel engaged in their work and know its importance. We start each year by setting clear and measurable objectives based on our strategy scorecard.

The personal objectives of the Chief Executive Officer are cascaded through the organisation, with each employee setting aligned objectives according to his or her role.

Through this process, each employee can clearly see how their efforts contribute to the overall success of the business, which drives execution, accountability and engagement.

This engagement is measured through a biennial Global Employee Survey using the Great Place to Work Trust Index. In 2017, 88% of our global employees participated in this survey, providing meaningful results that have driven actions for improvement. We track our progress against these actions using regular pulse surveys.

In 2017 we raised our overall Trust Index score by five percentage points, to 67%, meeting our target for improvement. We achieved Great Place to Work recognition in a further five countries, ahead of our target of two more. In total we have received recognition in nine countries.

In addition to the Trust Index, we have implemented a culture dashboard which includes key metrics such as employee retention, business performance and feedback from new hires. The foundation of this dashboard is our values: to Perform, Innovate and Earn Trust. It provides a clear framework for our senior leaders to track progress and identify areas for additional focus, action or reinforcement.

CELEBRATING EXCELLENCE The CEO Awards salute employees at all levels who make outstanding contributions for the benefit of Smith & Nephew.

In 2017 Lorraine Belleville, a Packaging Operator and Team Coordinator at our Mansfield facility in the US, was recognised for her significant contributions to Mansfield's improvement of 'Finished Goods' production by nearly 30% since 2016. Lorraine took initiatives to improve the flow of work at the facility by introducing important tools such as a tracking scheme, daily production sheet and visual management.

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WE ENCOURAGE AND REWARD HIGH PERFORMANCE

We set ambitious targets and we achieve them by creating a sense of purpose and urgency. While achievement of these targets is crucial, our Performance Management Process measures not only what was achieved, but also that the behaviours displayed in doing so match our core values.

Smith & Nephew's compensation philosophy is to pay for performance. This means compensating employees for sustained performance that helps deliver timely and tangible results to drive the business forward. By following this philosophy we have found that we not only attract, retain, and motivate talent, but it also helps drive better business results and provides an equitable work environment. We are Living Wage Accredited in the UK, voluntarily paying above the government required minimum as we believe employees should receive fair compensation for the work they do.

The Company's 'Going the Extra Mile' global employee recognition programme is used by executives, managers and employees alike to recognise and reward performance and our corporate values.

We are committed to working with employees to develop each individual's talents, skills and abilities.

Employee advancement is merit-based, reflecting performance as well as demonstration of core competencies which include our values, with an emphasis on ethics and integrity. We prioritise the development and promotion of existing employees whenever possible. Each year Smith & Nephew conducts a comprehensive global development and capability review process to identify high potential employees and ensure they have well defined career development plans. The Board reviews succession plans for key executive roles and such plans are in place for other critical positions across our business.

In 2017, we added to our development programme three new opportunities: Leadership Edge, Pioneer and Continuous Learning Journeys. In 2017, 560 employees have participated in these programmes. These are designed to embed and enhance essential leadership skills for new and experienced managers, respectively through a combination of guided and self-service learning tools. Our 'myLearning' self-directed online learning portal was nominated for a Learning Technologies Award for the 'Best Online Distance Learning Programme' this year.

Employees are provided with opportunities to develop their skills and career through new assignments and on the job experiences.

BUILDING A
LEADERSHIP
CAREER

Laura Whitsitt has built a leadership career at Smith & Nephew.

Laura Whitsitt began her career at Smith & Nephew as an intern in product development.

Thirty years later and now Senior Vice President of Research & Development for Orthopaedics, Laura says she still sees opportunities for growth and development. “I am often asked why I have stayed at the same company for so long. It’s important to me to learn and grow and be challenged, and I’ve always had those opportunities at Smith & Nephew.”

In the male-dominated industry of orthopaedics, Laura says she has always felt respected for her expertise. Among the highlights of her career is designing the

Company's first and only spinal systems and managing them through to successful launch.

Far from a barrier, Laura believes her perspective as a female leader has worked in her favour, and has added value. "As a woman I bring a different viewpoint to the table, and that's especially important in R&D," she says.

Laura says she has seen real progress over her career in adding more female leaders to the ranks at Smith & Nephew, but there is more to do. "Mentoring has been very valuable, and I have certainly seen a positive change in the number of females in managerial roles. The more diversity we have at higher levels of the Company, the more momentum we have to build on."

| NUMBER OF EMPLOYEES ¹ 2017 | | |
|--|------|--------|
| 15,933 | 59% | 41% |
| Total employees | Male | Female |
| 804 | 74% | 26% |
| Senior managers ² and above | Male | Female |
| 12 | 75% | 25% |
| Board of directors | Male | Female |

1 Number of employees at 31 December including part time employees and employees on leave of absence.

2 Senior managers and above includes all employees classed as Directors, Senior Directors, Vice Presidents and Executive Officers and includes all statutory directors and Directors of our subsidiary companies.

WE FOSTER AND EMBRACE DIVERSITY OF EXPERIENCE, BACKGROUND AND IDEAS

Smith & Nephew's global diversity and inclusion programme, called 'Valuing Difference', is designed to highlight the value of bringing different ideas and perspectives in from our work and personal experiences. Through storytelling and manager tools and discussion guides, the programme encourages open dialogue and an appreciation of the benefits of diverse teams.

We believe that diversity fuels innovation and are committed to employment practices based on equality of opportunity and the ability of the person to perform the essential functions of the job, regardless of colour, creed, race, national origin, sex, age, marital status, sexual orientation or mental or physical disability.

When we recognise and appreciate these differences, they can help us better reflect the wide range of cultures, customers, and patients we serve, so we can better meet their needs and be a better business – thereby building credibility with all. Diversity is regarded as an asset and it is further guarded by our global policies regarding 'Diversity and Inclusion' and 'Respectful Workplace'.

Our Valuing Difference Programme is sponsored by Chief Executive Officer Olivier Bohuon, and Steering Committee members include our Chief Human Resources Officer, Members of the Executive Committee and Regional Presidents. Together, the committee agrees the strategy which is then executed at the regional and country-level in order to have the greatest possible impact.

Local diversity councils meet regularly and work to translate strategy to local needs, execute specific actions and share best practice.

An example of a Valuing Difference Initiative is the 'Elevate' programme, which was attended by more than 275 female professionals in 2017. Elevate is specifically designed to develop our female leaders and includes a mix of skill development and motivational support. The programme has been highly successful, with the majority of participants stating they prioritise making time to attend the monthly webinar sessions and more than one-third promoted or changed roles in the past year.

Gender diversity and equity are important areas of focus for us. Our goal is to have 33% women in senior management positions by 2020, in accordance with best practice as defined in the Hampton Alexander Report. Currently just over a quarter of senior management roles are held by women, in line with the FTSE100 average as defined by the 2017 Hampton Alexander Review. We are also committed to ensuring that our performance management and associated rewards are equitable and free from any unconscious gender bias. The UK government has introduced a requirement that all employers publish their gender pay ratio in the UK by 4 April 2018, which we will do on our website.

We recruit, employ and promote employees on the sole basis of the qualifications and abilities needed for the work to be performed. We do not tolerate discrimination on any grounds and provide equal opportunity based on merit. We do not use any form of forced, compulsory or child labour. We support the Universal Declaration of Human Rights of the United Nations. This means we respect the human rights, dignity and privacy of the individual and the right of employees to freedom of association, freedom of expression and the right to be heard. As a global medical technology

business, Smith & Nephew recognises that we have a responsibility to take a robust approach to preventing slavery and human trafficking. Smith & Nephew is committed to preventing slavery and human trafficking in its corporate activities, and its supply chains. Our full policy on preventing slavery is available on our website.

WE DO THE RIGHT THING EVEN WHEN NO ONE IS WATCHING

All employees receive our Code of Conduct and Business Principles when they join the Company, and renew their training and commitment to the Code on an annual basis.

Smith & Nephew's Global Compliance Programme not only helps our businesses comply with laws and regulations, but also creates the culture of trust we deem essential to our success. Our comprehensive programme includes: Board and executive oversight committees; global policies and procedures; on-boarding and annual training for employees and managers; training for third-party sellers; monitoring and auditing processes; and reporting channels and recognition for demonstrating our values. Annual training is required of all employees and any stakeholders who represent Smith & Nephew.

Through our global intranet, we provide resources and tools to guide employees to make decisions that comply with the law, local industry code and our Company Code of Conduct. We require advance approval for significant interactions with healthcare professionals or government officials and we regularly assess existing and emerging risks in the countries in which we operate. See page 32 for more information on our global compliance programme.

WE VIEW INNOVATION AS AN ESSENTIAL SKILL

Innovation is owned by all of us who question the status quo, dare to propose new solutions and seek to be the best at what we do for the benefit of our customers.

At Smith & Nephew, we recognise that innovation includes the entire value chain within our organisation from R&D to engineering, manufacturing, distribution, sales, marketing, and even facility utilisation and investment strategy. We also acknowledge only a few innovations will be truly disruptive, while others will result in equally as important incremental changes. To help aid this, Smith & Nephew has introduced an Innovation Council to support its culture of innovation and signal its importance in the Company's continued success.

The Council consists of 'Innovation Champions' who reflect the diversity of the Smith & Nephew employee base and have a strong appetite for trying new things. These champions will be responsible for generating creative ways to embed this value and look for opportunities to raise innovative opportunities to the leadership team and to celebrate success.

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WE CARE ABOUT EACH OTHER'S WELLBEING AND THE SUSTAINABILITY OF SMITH & NEPHEW

Each of us treats our Company's resources and the world's natural resources as if they were our own, and we take our responsibility to our communities seriously. Smith & Nephew not only applauds, but also supports the donations of employees' time and resources.

We encourage all our employees to volunteer their time and talents by providing eight hours per year paid time for volunteer efforts. Many functions structure their team building activities around group volunteering opportunities such as Make a Wish Foundation events and the Helping Hands Project which builds prosthetic hands for amputees in third-world countries.

Charity efforts are also coordinated across entire sites, and beyond. In 2017, Smith & Nephew brought together many local companies in Hull with a 'More Together' initiative to raise tens of thousands of pounds for local charities. Smith & Nephew was also a major sponsor of the Hull City of Culture celebrations, with employees contributing to and benefiting from the year of activities on-site and across the city.

Our social responsibility strategy is to materially contribute to the delivery of our Company Mission by engaging employees to prioritise philanthropic resources and efforts on areas that align with our business strategy and values. Resources include product donations, matching gifts, and employee volunteerism.

We believe selection and management of charitable and non-profit organisations and activities is best accomplished at the local level within the framework of our social responsibility strategy. Each location's Site Leadership Council and/or Camaraderie Council will design, construct, and operate the local programme, including arrangement of funding. These Councils build out the local social responsibility programme, selecting charitable organisations and activities that best engage the local employee population and underpin our Mission.

We Innovate.

We Perform.

We earn Trust.

We are Smith & Nephew.

RESEARCH &
DEVELOPMENT (R&D)

\$223m
Investment
in R&D in
2017

Smith & Nephew has a single global R&D function, led by the President of Global R&D, reporting directly to the Chief Executive Officer. This team strives to increase value created by research and development by focusing on three imperatives: Disruptive Innovation that matters, flawless execution of new product development, and compelling evidence of clinical and economic value.

The Portfolio Innovation Board drives our innovation strategy and framework. This Board identifies and selects only those projects that will make a meaningful difference to our customers and their patients. This includes continuing to invest in incremental innovation to improve existing products in a way that improves outcomes. It also involves driving greater efficiency through innovation, potentially reducing our costs of goods. For instance, by making instrument sets more procedure and patient-specific, we will reduce complexity and cost, to the benefit of customers and the Company. Finally, by seeking more meaningfully disruptive products and services, we will harness transformational innovation to provide access to new technologies to people across the world.

Second, the team challenges itself to execute flawlessly. This means developing the right product at the right cost and quality, supported by clinical evidence, in a timely manner. Our R&D experts in the UK, US, Europe, China and India have extensive customer and sector knowledge, which is augmented by ongoing interaction with our marketing teams. Strict criteria are applied to ensure new products fulfil an unmet clinical need, have a strong commercial rationale, and are technologically feasible. The R&D function works closely with the marketing, clinical, regulatory affairs, manufacturing and supply chain management teams to ensure we can produce new products to clinical, cost and time specifications.

Finally, we look to support our innovations with compelling evidence of clinical and economic value. The global R&D function includes our Clinical, Medical and Scientific Affairs teams, led by the Chief Medical Officer. This team ensures that, from conception, plans are developed to support product launches with the evidence increasingly required by clinicians, payers and regulators. Our products undergo clinical and health economic assessments both during their development and post-launch.

During 2017 we secured a long-term partnership with the University of Hull to create one of the world's largest Wound Care Research Clusters with the aim of developing scientific insights and innovative treatments. This includes the creation of eight PhD studentships and a programme of collaboration between Smith & Nephew's new Hull R&D centre and the University's new Health Campus, both of which opened in 2017.

We also announced a three-year partnership with Imperial College London to develop enhanced surgical techniques relating to ligament function, biomechanics and soft tissue injuries of the knee, including the most common injuries of torn menisci and anterior cruciate ligament rupture. See opposite page.

We also continue to invest in scouting for new technologies, identifying complementary opportunities in our core and adjacent segments. In addition, we invest in small companies developing compelling technologies in our franchise areas through our incubation fund, and provide our expertise to help the development process, including supporting clinical studies, and typically secure preferred access to technology as it nears market readiness.

In 2017, we invested \$223 million in R&D, in line with our commitment, set out in 2011, to maintain our investment level at around 5% of revenue. We expect to maintain this proportion going forward, but to realise greater benefit through our new structure and strategic focus.

INNOVATING THROUGH PARTNERSHIP

Smith & Nephew is working with Imperial College London to develop enhanced surgical techniques relating to ligament function, biomechanics and soft tissue injuries of the knee, including the most common injuries of torn menisci and anterior cruciate ligament rupture.

“The partnership with Smith & Nephew is priceless for our work. It allows a strategic attack on the unanswered biomechanical issues in knee surgery. Knowing funding is secure for three years allows a step-by-step ‘due diligence’

approach to investigating these issues rather than sporadic studies. This is the best way to translate from the lab to patient care” said Mr Andy Williams, Lead Surgical Researcher, Imperial College London and Fortius Clinic.

Meniscus repair is one of the greatest challenges of Sports Medicine. By combining the clinical expertise of Imperial College with our pioneering approach to new product development we expect to be able both to advance surgical techniques and accelerate the development of next generation products.

MANUFACTURING & QUALITY

GLOBAL OPERATIONS

Smith & Nephew takes great pride in its expertise in manufacturing products to the highest quality and ensuring they reach our customers in a timely manner. We operate manufacturing facilities in a number of countries across the globe, and a number of central distribution facilities in key geographical areas. Products are shipped to individual country locations which hold small amounts of inventory locally for immediate supply to meet customer requirements.

Manufacturing is a dynamic process and our Global Operation leadership team is focused on successfully supporting delivery of the Group’s strategic priorities by ensuring our footprint and expertise is ready to respond to geographical

growth, new product development, greater external regulatory scrutiny and the commercial pressure to be ever more efficient.

Quality has always been paramount to Smith & Nephew. We have a unified Quality Assurance and Regulatory Affairs team to ensure consistency across our country business units. Requirements of global regulatory agencies have become more stringent in recent years and we expect them to continue to do so. We are continuing to expand our portfolio globally through new product development and by registering our existing products in new markets. In order to meet the expectations of regulators and support this added complexity we continued to invest in our Quality and Regulatory expertise in 2017.

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OUR MANUFACTURING FACILITIES

Our largest manufacturing operation is based in Memphis (Tennessee, US). The Memphis facilities produce key products and instrumentation in our Knee Implant, Hip Implant and Trauma franchises. These include the JOURNEY II and LEGION knees, the ANTHOLOGY Primary Hip System and key Trauma products such as the PERI-LOC Plating System, REDAPT and TRIGEN Intramedullary Nails. In addition to this, Memphis is home to the design and manufacturing process of the VISIONAIRE patient matched instrumentation sets, and OXINIUM™ Oxidised Zirconium. This patented metal alloy is available for many of our knee and hip implant systems as part of our VERILAST technology.

In Sports Medicine, our Alajuela (Costa Rica) facility, opened in 2016, manufactures COBLATION technology. Our Mansfield (Massachusetts, US) facility manufactures products for minimally invasive surgery including the FAST FIX 360 Meniscal Repair System, FOOTPRINT™ PK Suture Anchor, DYONICS Platinum Shaver Blades, ENDOBUTTON CL Ultra and the HEALICOIL PK suture anchor.

The Aarau (Switzerland), Tuttlingen (Germany), Beijing (China) and Devrukh (India) facilities manufacture a number of surgical device products including key reconstruction and trauma products and the PLUS™ knee and hip range. The Warwick (UK) facility produces the BIRMINGHAM™ Hip Resurfacing System.

Our Oklahoma City (Oklahoma, US) facility produces and services electro/mechanical capital equipment as well as single use sterile devices and also assembles some of our NPWT devices using components from third parties.

The majority of our wound management products are manufactured at our facilities in Hull, Suzhou and Curaçao. These include pioneering products such as PICO and ALLEVYN Life as well as our complex silver coating technology for ACTICOAT. In Suzhou, we also manufacture our wound care products for the mid-tier in the Emerging Markets. Manufacturing of our Advanced Wound Bioactive products takes place in Curaçao and at various third party facilities in the US.

PROCUREMENT

We procure raw materials, components, finished products and packaging materials from suppliers in various countries. These purchases include metal forgings and castings for orthopaedic products, optical and electronic sub-components for sports medicine products, active ingredients and semi-finished goods for Advanced Wound Management as well as packaging materials across all product ranges.

Suppliers are selected, and standardised contracts negotiated, by a centralised procurement team wherever possible, with a view to ensuring value for money based on the total spend across the Group. On an ongoing basis, we work closely with our key suppliers to ensure high quality, delivery performance and continuity of supply.

We outsource certain parts of our manufacturing processes where necessary to obtain specialised expertise or to lower cost without undue risk to our intellectual property. Suppliers of outsourced products and services are selected based on their ability to deliver products and services to our specification, and adhere to and maintain an appropriate quality system. Our specialist teams work with and monitor suppliers through on-site assessments and performance audits to ensure the required levels of quality, service and delivery.

GLOBAL SUPPLY CHAIN

Our Global Supply Chain function ensures that our products reach our internal and external customers where and when they are needed, in a compliant and efficient manner. Bringing together people, knowledge and expertise helps us meet our objectives and our customers' expectations, driving us to become more competitive, responsive and integrated.

We operate three main holding warehouses for surgical products, one in each of Memphis, Baar (Switzerland) and Singapore. These facilities consolidate and ship to local country and distributor facilities. Our distribution hubs for advanced wound products are located in Neunkirchen (Germany), Derby (UK) and Lawrenceville (Georgia, US).

SALES & MARKETING

Our customers are the providers of medical and surgical treatments and services in over 100 countries worldwide, ranging from orthopaedic surgeons to wound care nurses, general practitioners and other clinicians, but increasingly also economic stakeholders. These include purchasing professionals in hospitals, healthcare insurers, materials managers and others.

We serve these customers through our sales force and other channels. Our sales representatives are highly trained and skilled individuals. Becoming a sales representative requires intense training, including passing a strict certification programme. Depending on their area of specialism, representatives in our surgical businesses must be able to demonstrate a detailed knowledge of all the surgical instruments used to implant a device, or have specific understanding of the various surgical techniques a customer might use. In our advanced wound management business, sales representatives must have a detailed understanding of how patients live with wounds and how clinicians seek to prevent and treat them, as well as deep knowledge of the clinical and economic benefits of using our products within treatment protocols.

Once a sales representative is certified, they typically spend the majority of their time working directly with and supporting customers, or identifying and contacting new customers. They help to provide in-hospital support to aid in the safe and effective use of our range of advanced medical technologies and techniques.

Our Global Commercial Organisation oversees all commercial activities (sales, marketing, market access, and commercial strategy) across the Group for our full line of business. The organisation is led by two regional sales presidents for the US and International, and our Chief Marketing Officer (CMO). Within our International region there are several regional leaders for Europe & Canada, Asia Pacific and Latin America.

Our sales forces in the Established Markets are specialised by channel and consist of a mixture of independent contract workers and employees. In our Emerging Markets we operate through direct selling and marketing operations led by country managing directors, and through third party sellers.

Smith & Nephew has three global marketing teams who set the strategic direction of our businesses, guide our research & development teams by specifying new products & services needed to realise those strategies, and develop the promotional assets and guidance to commercialise our products. They utilise a variety of traditional and novel means to market to our customers, including scientific congresses, commercial trade shows, advertising in medical journals and, increasingly, digital channels. These include product websites, social media channels, mobile applications and our professional educational platform called Education & Evidence.

Also reporting to our CMO is the global Commercial Excellence team, which drives numerous initiatives to strengthen commercial execution in both the sales organisation and our global marketing teams. There is a strong focus on Sales Force Excellence to increase efficiency and effectiveness of our sales teams, and on Pricing to increase discipline in our transactional pricing and define better value creation strategies for our innovative products. Other activities in Commercial Excellence include strategic planning, business intelligence and market research, digital marketing, and marketing communications.

In addition, our Health Economics and Outcomes Research (HEOR) team generates evidence on the economic impact of our products and provides supporting assets and tools to commercialise our products. They do this through collaboration with leading medical centres in the world as well as existing registries that track usage of our products. The HEOR team also reports to our CMO.

A DAY IN THE LIFE...

Mustafa works as a Territory Manager in our Sports Medicine franchise in the UK.

“Every day is different. My time is split between supporting customers and their operating theatre teams in hospitals, meeting with potential customers, learning and researching techniques and trends, and keeping in touch with my colleagues, the business and my existing customers.

“My favourite part of the job is the interactions I have with my customers. I believe that we sell solutions rather than products, so everything I do is about helping my customers to find answers to the problems they face, to enable better outcomes for their patients.

“We’re very lucky in the UK to be able to offer an excellent training facility to the surgeons we support. It’s a great feeling to be able to support a consultant to refine their surgical techniques. I’m also a mentor providing expertise and guidance on our Resection and Camera products to my colleagues in the UK.”

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ETHICS &
COMPLIANCE

CODE OF CONDUCT AND BUSINESS PRINCIPLES

Smith & Nephew earns trust with customers, healthcare professionals, government authorities, patients and the public by acting in an honest and fair manner in all aspects of its operations.

We expect the same from those with whom we do business, including vendors who provide us with services and distributors and independent agents that sell our products. Our Code of Conduct and Business Principles governs the way we operate to achieve these objectives.

Smith & Nephew takes into account ethical, social, environmental, legal and financial considerations as part of its operating methods. We have a robust whistle-blowing system in all jurisdictions in which we operate. We are committed to upholding our promise in our Code of Conduct that we will not retaliate against anyone who makes a report in good faith.

GLOBAL COMPLIANCE PROGRAMME: EXISTING ELEMENTS

Smith & Nephew has implemented what we believe to be a world-class Global Compliance Programme that helps our businesses comply with laws and regulations. This comprehensive compliance programme includes: Board and executive oversight committees; global policies and procedures; on-boarding and annual training for employees and managers; training for distributors and agents and higher-risk vendors; monitoring and auditing processes; reporting channels and employee-recognition for demonstrating our values in their everyday work.

We provide resources and tools to guide employees to make decisions that comply with the law, local industry codes and our Company Code of Conduct. We conduct review and approval in advance for significant interactions with healthcare professionals or government officials. We regularly assess existing and emerging risks in the countries in which we operate.

We assess the compliance controls in Smith & Nephew's businesses. We conduct audits, supported by data analytics, and local monitoring. We review the issues our testing generates to identify patterns.

New distributors and other higher-risk third parties are subject to screening and are contractually obligated to comply with applicable laws and our Code of Conduct. Compliance training and certifications are included in this process.

Managing Directors are required to complete an annual certification to the Chief Executive Officer to confirm the implementation of required policies. Managers and employees make an annual compliance certification and conflict of interest disclosure. Executive management, managers and employees have a compliance performance objective

customised to their role.

GLOBAL COMPLIANCE PROGRAMME: NEW ELEMENTS IN 2017

In 2017, we created an Ethical Leadership model, which includes four pillars: Advise, Lead, Observe, and Coach or Report. We introduced this model during annual manager training, reinforced the model through further communications, and gave managers resources they can use to raise awareness of compliance risks and rules.

We benchmarked our whistle-blower programme against industry metrics. The benchmarking confirmed that all Smith & Nephew reporting and substantiation rates met industry practices. We conducted a comprehensive review of the guidelines recently issued by the US Department of Justice on compliance programme effectiveness and by the International Organisation of Standards on Anti-Bribery Management Systems, and are also identifying any actions needed to align to this new guidance.

We applied enhanced standards prospectively for new, potential partners and retrospectively for existing distributors. We also developed new guidelines for distributors or agents who need to enter the operating room when acting on our behalf. We worked with our Procurement colleagues to integrate compliance controls into the Company's new purchasing system. We also conducted a comprehensive review of the types of complementary workers we engage to ensure they receive appropriate anti-bribery and corruption compliance training and will implement an updated training strategy in 2018.

TRAINING & EDUCATION

Smith & Nephew is dedicated to helping healthcare professionals improve the quality of care for patients. We are proud to support the development of surgeons and nurses by providing skills training and education on our products and techniques.

In February 2017, we inaugurated our 'Expert Connect Centre' in the UK. This new centre for HCP training is a state-of-the-art learning environment with the latest audio-visual capabilities and 14 station bio-skills laboratory for all levels of HCPs from around the globe. In 2017, we provided more than 45,000 instances of training to surgeons through our Smith & Nephew training centres in the US, UK and China, as well as running many courses at third party centres around the world.

Working under expert guidance, attendees learn new techniques and refine skills, to ensure the safe and effective use of our products.

These courses are attended by residents, fellows and practicing surgeons who work together to review, discuss and train on current and forward-looking surgical techniques in their areas of clinical expertise. Our courses help up-and-coming surgeons develop trust and gain the experience and confidence necessary to become experts in their field.

Thousands of nurses receive face-to-face training from Smith & Nephew representatives every year, including attending courses at our centres, and through our representatives visiting them at their place of work. In 2017 almost 45,000 clinicians in the US alone benefited from our wound care educational resources.

In addition, we provide healthcare professionals our online resources such as the Global Wound Academy, The Wound Institute and, for surgeons, our Education and Evidence website. Recently we began utilising innovative, digital technologies to accelerate the learning experience of surgeons. In 2017 we doubled the number of healthcare professionals trained digitally on Smith & Nephew products and techniques to 180,000.

SUSTAINABILITY

SUSTAINABILITY IS BETTER BUSINESS

TAKING SUSTAINABILITY TO THE CORE OF THE BUSINESS

We began to deliver in 2017 our commitment to sustainability embodied in our refreshed Group Sustainability Strategy. This strategy, approved in 2016, both drives and is driven by implementation of the Group Business Strategy, ensuring that all three main aspects of sustainability – economic prosperity, social responsibility and environmental stewardship – advance as one.

This is a summary report of our sustainability activities and progress in 2017. Our annual Sustainability Report, published at the same time as this Annual Report, describes the Group Sustainability Strategy and its associated goals in more detail. It also specifies targets to move our performance towards these goals, and provides further information regarding our 2017 progress. It is available on our website.

GROUP SUSTAINABILITY STRATEGY

Smith & Nephew has been and remains committed to working in a sustainable, ethical and responsible manner everywhere we do business. We are proud of our achievements over many years, as witnessed by our recurring inclusion in leading indices such as FTSE4Good and the Dow Jones Sustainability Index.

Sustainability is a journey, and in 2016 we thought deeply about our destination for the longer-term. The result was a new Group Sustainability Strategy. At the heart of this are ten long-term aspirational goals. These encompass all aspects of our business, and will inform and drive our business strategy for years to come. The Board has endorsed these and executive management is behind them. These goals are set out overleaf.

The Board has evaluated the social and environmental risks as part of their ongoing risk management duties and has concluded that none of these risks are material in the context of the Group as a whole.

Longer term goals need medium-term SMART (specific, measurable, achievable, realistic and timebound) targets to ensure we are making the right progress. And we have taken such targets through 2020. These targets are discussed in more detail in the 2017 Sustainability Report which is available on our website.

2017 was a year in which our refreshed sustainability strategy was put into action. We delivered improvements across our traditional areas of focus: employee health and safety, carbon emissions and water consumption. In addition, we began to get a fuller understanding of our impacts in the areas of material efficiency, life cycle environmental impacts, and labour practices. We adopted a social responsibility strategy which will drive employee engagement and improve the communities in which we operate.

EMPLOYEE SAFETY, WELLNESS AND VOLUNTEERING

A healthy and safe working environment is fundamental to the way we work at Smith & Nephew. We must ensure that the safety of our employees and those who work with us is given the highest priority when we perform our daily activities in our offices around the world, when we visit customers and in our manufacturing environment.

Engagement with the communities in which we operate continued to broaden and deepen through the active attention of site leadership, establishment and empowerment of local camaraderie councils, broader application of company-paid volunteering allowance, and increase in the company match for employee donations to charity. We continue to strengthen and deepen employee wellness programmes with a focus on enabling healthy lifestyle choices.

SOCIAL RESPONSIBILITY STRATEGY IMPLEMENTATION

In 2017, we developed and adopted a social responsibility strategy aimed at improving the alignment of our charitable donation, volunteering, wellness and professional development with both our Group Business Strategy and the needs and desires of our employees. The aim is to positively impact both employee engagement and the quality of life in communities in which we operate. We have improved our understanding of compliance to labour standards in our value chain, product and service attributes which are important to customers and our employees' view of the role of the organisation in society. In 2018, we will use these and other social success factors, informed by our Group Business Strategy as well as our Company values, to deploy a series of platforms and actions which advance our cause.

SUSTAINABILITY VISION AND MISSION

We envision a world in which healthcare professionals have access to the solutions they need to help patients restore their health, engage in society, enhance the environment and improve their wellbeing.

Our sustainability strategy aims to achieve this vision. It outlines the steps we'll take with a view to leading our industry in the development and use of products and services that:

- Satisfy unmet health needs and promote greater access to treatment;

- Offer easier, better, faster and more effective treatment, enabling productive engagement in society;

- Prioritise materials that are reused, remanufactured, or recycled;

- Are manufactured using raw materials sourced from an environmentally and socially sound supply chain;

- Use natural resources efficiently;
- Are manufactured by processes that are not hazardous to people or the environment; and
- Implement the most sustainable product options.

Our plan focuses on both the foundational and competitive advantage elements required to deliver our value proposition sustainably. We employ a continuous improvement approach based upon the implementation of forward-looking solutions (such as investing in new materials and processes that provide significant benefits with respect to human rights, safety, energy, waste and/or communities) and bridging technologies to secure future game-changing performance.

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OUR PERFORMANCE IN 2017

| Our 10 long-term aspirational goals | 2020 targets | Progress since 2016 |
|---|--|--|
| 1 Zero work-related injuries and illnesses across the value chain. | – 10% reduction in Total Injury Rate (TIR) from 2016 actual. | – In 2016 the TIR = 0.52, in 2017 TIR = 0.35 (33% lower). |
| 2 Water: Total water impacts of our products and solutions are balanced with local human and ecosystem needs. | – Water footprint (1) available for products accounting for 75% of revenue and (2) considerations embedded in new product development process. – Total potable water consumption at S&N sites no higher than 2016 actual. | – Products accounting for 75% of revenue identified. Water footprint tools identified. – Work plan under development, will be approved and commenced in 2018. |
| 3 Waste: All materials are either shipped as part of product or returned for beneficial use. | – Total material efficiency estimated for products accounting for 75% of revenue – 80% or more of waste generated reused, recycled or recovered. | – Water reduction of 10%. – Products accounting for 75% of revenue identified. Material efficiency tools identified. – Work plan under development, will be approved and commenced in 2018. |
| 4 Carbon: 80% absolute reduction in total life cycle greenhouse gas emissions by 2050. | – Estimate total life cycle greenhouse gas emissions of products accounting for 75% of revenue. – Total Scope 1 & 2 greenhouse gas emissions reduced by 10% from 2016 actual. | – We currently reuse, recycle or recover energy from 77% of our total waste, up from 74% in 2016. – Products accounting for 75% of revenue identified. Total lifecycle greenhouse gas emissions tools identified. – Work plan under development, will be approved and commenced in 2018. |

- | | | | |
|----|---|---|---|
| 5 | Ethical Business Practices: All activities are conducted in compliance with applicable International Labour Organization (ILO) conventions, involve no environmental degradation, and are free from corruption. | – Labour practices throughout the supply chain associated with products accounting for 75% of revenue compliant with applicable ILO conventions. | – In 2017 the reduction is 7%. – Products accounting for 75% of revenue identified. Gap assessment to applicable ILO conventions completed for internal operations. Engagement with upstream suppliers and downstream distributors and agents ramping up. |
| 6 | Zero Product-related and service-related patient injuries. | – Robust system in place to detect, record, investigate and eliminate root cause of product-related and service-related patient injuries. | – Systems are in place to detect, record and investigate patient injury incidents. Patterns in the data are being used to craft models which will allow identification of at-risk attributes. |
| 7 | Robust social responsibility programmes that contribute to the attraction and retention of top talent. | – Social responsibility strategy which aligns philanthropy, employee volunteering and wellness to the business strategy in place. | – Social responsibility strategy in place. Alignment of current initiatives to the strategy under way. |
| 8 | Products and services are aligned to market economic, social and environmental expectations and anticipate future market conditions: – All products have identified and clearly-described sustainability attributes. – R&D and NPD processes deliver environmental-, social-, and healthcare economically-advantaged innovations. | – Sustainability attributes described for products accounting for 75% of revenue Robust emphasis on sustainability attributes of new products/services in place. | – Products accounting for 75% of revenue identified. Product/service sustainability attributes agreed. – New product development (NPD) sustainability focus planning under way. |
| 9 | Strategic risks and opportunities are understood and business activities are aligned to risk appetite. | – Enterprise risk management arrangements are embedded in the routine business decision-making process. | – Risk register reinvigorated. Deep dive programme instituted with focus on both assurance that all relevant risks have been identified and effectiveness of mitigating actions is accurately assessed. – Actions to further embed into the business decision-making process are planned for 2018. |
| 10 | Environmental, social, and economic impacts of (1) potential acquisitions, (2) technologies to be extended to Emerging Markets, (3) innovative business models, (4) cost-of-quality reduction initiatives, and (5) manufacturing siting, functional optimisation and site utilisation alternatives | – Formal programmes in place to measure/assess the economic, social and environmental impacts of (1) potential acquisitions, (2) technologies to be extended to Emerging Markets, (3) innovative business models, (4) cost-of-quality | – Launched our Enterprise Risk Management Policy and Manual. – Trained our risk champions in risk identification and mitigation. |

are fully understood and appropriately balanced.

reduction initiatives, and (5) manufacturing siting, functional optimisation and site utilisation alternatives.

- Introduced a product focused approach to risk management.
- Conducted a number of ‘deep dives’ into several key risks.
- Tools and standards to address new technologies are being developed to support our NPD work above.

These targets are discussed in more detail in our 2017 Sustainability Report which is available on our website.

CO₂e REPORTING

| | 2017 | 2016 | 2015 |
|--|--------|--------|--------|
| CO ₂ e emissions (tonnes) from: | | | |
| Direct emissions | 9,451 | 9,822 | 11,011 |
| Indirect emissions | 76,107 | 82,415 | 77,191 |
| Total | 85,558 | 92,237 | 88,202 |
| Intensity ratio | | | |
| CO ₂ e (t) per \$m sales revenue | 17.8 | 19.6 | 19.2 |
| CO ₂ e (t) per full-time employee | 5.2 | 5.9 | 6.0 |

Revenue: 2017: \$4.8bn; 2016: \$4.7bn; 2015: \$4.6bn.

Full-time employee data: 2017: 16,333; 2016: 15,584; 2015: 14,686.

Notes

2015 data adjusted to exclude acquisitions in Russia and Colombia.

2017 data includes all data, including acquisitions since 2016.

CO₂e reporting methodology, materiality and scope.

We report the carbon footprint of our Scope 1 and 2 greenhouse gas (GHG) emissions in tonnes of CO₂ equivalent from our business operations for the calendar year ended 31 December 2017. Our focus is on the areas of largest environmental impact including manufacturing sites, warehouses, R&D sites and offices. Smaller locations representing less than 2% of our overall emissions are not included. Acquisitions completed before 2017 are included in the data, with more recent ones being excluded and this is in line with our established policy for integration of acquired assets. Each year we work with an independent partner to verify our sustainability data and gain assurance.

Our GHG emissions reporting represents our core business operations and facilities which fall within the scope of our consolidated financial statements. Primary data from energy suppliers has been used wherever possible.

We report our emissions in two 'scopes'.

Scope 1 figures include: Direct sources of emissions mainly comprise the fuels we use on-site, such as gas and heating oil and fugitive emissions arising mainly from the losses of refrigerant gases.

Scope 2 figures include: Indirect sources of emissions such as purchased electricity and steam we use at our sites.

Location-based emissions are calculated in compliance with the WRI/WBCSD GHG Protocol Corporate Accounting and Reporting Standard and have been calculated using carbon conversion factors published by BEIS/DEFRA for 2017. We have applied the emission factors most relevant to the source data, including DEFRA 2017 (for UK locations), IEA 2015 (for overseas locations) and for the US we have used the US EPA 'Emissions & Generation

Resource Integrated Database' (eGrid) for the regions in which we operate. All other emission factors for gas, oil, steam and fugitive emissions are taken from DEFRA, 2017.

GETTING SERIOUS

ABOUT SOLAR

In line with our aspiration to reduce carbon emissions, we are investing in more efficient energy solutions, such as solar power.

Devrukh, India

At our Devrukh site in India, we are running one of our largest renewable energy projects.

By installing the 426 kVA roof top solar panel system, we aim to produce enough energy to provide the site with free power for 25 years, whilst reducing carbon emissions by up to 44% per annum. We are already achieving a

cost saving of 44% per year and expect a return on investment in less than five years.

The 1,330 solar panels will also enable us to reduce the inside temperature of the manufacturing floor by five to ten degrees celsius, creating a safer and more pleasant working environment for our employees.

Suzhou, China

In April 2017, we installed 24 sets of solar water heater units on the roof of one of our buildings in Suzhou. The system can produce around 12 tonnes of 55°C hot water every day for the site's hot water system and will save 291 tonnes of steam every year.

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CHIEF FINANCIAL OFFICER'S REVIEW

BUILDING A MORE

COMPETITIVE

BUSINESS

I am excited by the prospects for 2018 and beyond as we realise the opportunities in front of us.

DEAR SHAREHOLDER

I am delighted to address you for the first time in the Annual Report as your Chief Financial Officer.

Under Olivier's leadership, Smith & Nephew has made significant organisational changes to create a strong global business. I believe that we are just starting to see the benefits of these changes, and I am excited by the prospects for 2018 and beyond as we realise the opportunities in front of us. I am very much looking forward to working with Olivier and, in due course, his successor, to make this happen.

2017 PERFORMANCE

Group revenue in 2017 was \$4,765 million, an increase of 2% on a reported basis and 3% on an underlying basis¹. This was an improvement from underlying growth of 2% in 2016. Trading profit¹ was \$1,048 million, and the trading profit margin¹ was 22.0%, up 20bps on 2016. I am pleased to report that both our underlying revenue growth and trading profit margin improvements were in-line with our guidance.

The reported operating profit for 2017 was \$934 million, up from \$801 million in 2016, with the year-on-year increase primarily reflecting a gain of \$54 million from the settlement of an intellectual property matter, no restructuring charges and lower amortisation and impairment of acquisition intangibles in 2017.

The tax rate on trading results¹ was 17.1% (2016: 23.8%). This is a considerable reduction on the 2016 rate and is mainly due to a one-off benefit following the conclusion of a US tax audit, further progress in improving our tax rate, tax provision releases following expiry of statute of limitations and a beneficial geographical mix of profits. The reported tax rate of 12.7% was a result of the lower tax rate on trading results and also included a \$32 million net benefit from US tax reform.

Adjusted earnings per share¹ (EPSA) was up 14% at 94.5¢ as a result, and this is reflected in the 14% increase in our full year dividend distribution for 2017. Basic earnings per share (EPS) was 87.8¢ in line with the previous year.

I am pleased to report that trading cash flow¹ was \$940 million, up from \$765 million in 2016, with a higher trading profit to cash conversion ratio¹ of 90% as we improved our working capital management.

As the result of improved operating profit, the lower tax rate and a stable asset base we saw an improvement in Return On Invested Capital¹ (ROIC-as defined on page 39) from 11.5% in 2016 to 14.3% in 2017.

CAPITAL RETURNS

The appropriate use of capital on behalf of shareholders is important to Smith & Nephew. The Board believes in maintaining an efficient, but prudent, capital structure, while retaining the flexibility to make value-enhancing acquisitions.

This approach is set out in our Capital Allocation Framework which we used to prioritise the use of cash and ensure an appropriate capital structure.

Our commitment, in order of priority, is to:

- Continue to invest in the business to drive organic growth;
- Maintain our progressive dividend policy;
- Realise acquisitions in-line with strategy; and
- Return any excess capital to shareholders.

This is underpinned by maintaining leverage ratios commensurate with solid investment grade credit metrics.

IMPROVING COMPETITIVENESS

On joining Smith & Nephew I was asked by Olivier and the Board to look afresh at efficiency opportunities within our business. Some preliminary analysis highlighted a number of areas of opportunity, and we conducted a detailed assessment of these during the final months of 2017.

Our conclusion was that we now have the Group structure in place which lets us act on these further opportunities. Through better execution and efficiency we can and will strengthen our competitive position.

We are calling this work the APEX programme, standing for ‘Accelerating Performance and Execution’, and we completed our planning and started to take action in early 2018. Our three workstreams are focused on clear and obtainable improvements in the Group’s manufacturing, warehousing and distribution footprint, reducing our general and administrative expenses, and driving greater commercial effectiveness. More details on APEX and each of these workstreams can be found on page 14.

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FINANCIAL REVIEW

DELIVERING ON OUR COMMITMENTS

GROUP PERFORMANCE

HIGHLIGHTS FOR THE YEAR ENDED 31 DECEMBER

| | 2017 | 2016 | Change |
|--------------------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Consolidated income statement | | | |
| Revenue | 4,765 | 4,669 | 96 |
| Operating profit | 934 | 801 | 133 |
| Trading profit ¹ | 1,048 | 1,020 | 28 |
| Profit before tax | 879 | 1,062 | (183) |
| Attributable profit | 767 | 784 | (17) |
| EPS | 87.8¢ | 88.1¢ | (0.3¢) |
| EPSA ¹ | 94.5¢ | 82.6¢ | 11.9¢ |
| Consolidated balance sheet | | | |
| Goodwill and intangible assets | 3,742 | 3,599 | 143 |
| Other non-current assets | 1,393 | 1,216 | 177 |
| Current assets | 2,731 | 2,529 | 202 |
| Total assets | 7,866 | 7,344 | 522 |
| Total equity | 4,644 | 3,958 | 686 |
| Non-current liabilities | 1,876 | 2,038 | (162) |
| Current liabilities | 1,346 | 1,348 | (2) |
| Total liabilities | 3,222 | 3,386 | (164) |
| Total liabilities and equity | 7,866 | 7,344 | 522 |
| Net debt ¹ | 1,281 | 1,550 | (269) |
| Consolidated cash flow statement | | | |
| Cash flows from operating activities | 1,273 | 1,035 | 238 |
| Trading cash flow ¹ | 940 | 765 | 175 |
| Free cash flow ¹ | 714 | 457 | 257 |

NON-IFRS MEASURES

The underlying increase in revenues, by market, reconciles to reported growth, the most directly comparable financial measure calculated in accordance with International Financial Reporting Standards (IFRS), as follows:

| | 2017 | 2016 | Reconciling items | | | |
|---------------------------|------------|------------|-------------------|-------------------|-------------------------|-----------------|
| | | | Reported growth | Underlying growth | Acquisitions/ Disposals | Currency impact |
| | \$ million | \$ million | % | % | % | % |
| US | 2,306 | 2,299 | 0% | 2% | (2%) | 0% |
| Other Established Markets | 1,678 | 1,679 | 0% | 0% | 0% | 0% |
| Emerging Markets | 781 | 691 | 13% | 12% | 0% | 1% |
| Total | 4,765 | 4,669 | 2% | 3% | (1%) | 0% |

Trading profit reconciles to operating profit, the most directly comparable financial measure calculated in accordance with IFRS, as follows:

| | 2017 | | 2016 | |
|--|------------|--------|------------|--------|
| | \$ million | 2017% | \$ million | 2016% |
| Operating profit | 934 | 19.6% | 801 | 17.2% |
| Acquisition-related costs | (10) | (0.2%) | 9 | 0.2% |
| Restructuring and rationalisation costs | – | – | 62 | 1.3% |
| Amortisation and impairment of acquisition intangibles | 140 | 2.9% | 178 | 3.8% |
| Legal and other | (16) | (0.3%) | (30) | (0.7%) |
| Trading profit | 1,048 | 22.0% | 1,020 | 21.8% |

RESULTS OF OPERATIONS

In 2017, we delivered reported revenue growth of 2% and underlying revenue growth¹ of 3%. Revenue growth on a reported basis was flat across our US and other Established Markets, with a strong performance in Japan driven by Sports Medicine and Knee Implants counterbalanced by a soft wound care market in the UK where we have now taken steps to adapt our business in response.

In our Emerging Markets reported revenue growth was 13% and underlying growth¹ was 12% in 2017. In China, our largest Emerging Markets country, we delivered double-digit revenue growth as we improved our channel management. In the oil-dependent Gulf States we returned to growth by focusing on securing more private healthcare business to compensate for the reduction in government tenders. We are well positioned to continue to drive strong growth from the Emerging Markets over the medium term.

Operating profit of \$934 million (2016: \$801 million) is after integration and acquisition costs, as well as amortisation and impairment of acquisition intangibles and legal and other items. The year-on-year increase in operating profit primarily reflects a gain of \$54 million from the settlement of an intellectual property matter, no restructuring charges and lower amortisation and impairment of acquisition intangibles in 2017. The sale of the rights to distribute certain non-core products contributed \$19m to operating profit in 2017. In 2016 similar product disposals along with provision releases from favourable legal matter outcomes contributed \$18m.

Trading profit¹ was \$1,048 million (2016: \$1,020 million). Trading profit margin¹ was 22.0%, up 20bps year-on-year, in line with guidance.

In 2017, selling, general and administrative expenses included a \$10 million credit relating to acquisition-related costs (2016: \$9 million charge), \$16 million credit for legal and other costs primarily related to the settlement of patent litigation (2016: \$30 million credit for legal and other primarily related to a \$44 million curtailment credit related on

UK post-retirement benefits) and \$140 million charge for amortisation and impairment of acquisition intangibles (2016: \$178 million charge).

Research and development expenditure as a percentage of revenue remained broadly consistent at 4.7% (2016: 4.9%) with expenditure of \$223 million in 2017 compared to \$230 million in 2016.

Profit before tax in 2016 includes the \$326 million profit on disposal of the Gynaecology business.

The Group has completed its review of the new US tax reform legislation, as enacted in December 2017, including the reduction of the US federal tax rate from 35% to 21%, which came into effect on 1 January 2018. As a result, the Group expects a positive impact on its tax charge for future years in addition to the one-off tax benefit in 2017 as discussed below. Parts of the new legislation are subject to questions of interpretation, and further regulations may be issued in the future to clarify or change certain elements, which may affect future tax charges.

Included in the total tax charge is a \$32 million net benefit as a result of US tax reform legislation which comprises a benefit from a revaluation of deferred tax balances included within changes in tax rates, partially offset by a current tax charge relating to the deemed repatriation of foreign profits not previously taxed in the US.

Our reported tax rate of 12.7% (2016: 26.2%) has decreased due to the \$32 million net benefit in 2017 from US tax reform, the lower tax rate on trading results and the impact of the Gynaecology disposal in 2016. Our trading tax rate is 17.1% (2016: 23.8%) with the reduction due to a one-off benefit following the conclusion of a US tax audit, further progress in improving our tax rate, tax provision releases following expiry of statute of limitations and a beneficial geographical mix of profits.

BALANCE SHEET

Goodwill increased by \$183 million as a result of \$132 million arising on the acquisition of Rotation Medical, Inc. and favourable currency movements of \$51 million. Intangible assets decreased by \$40 million with net movements relating to additions, disposals and transfers of \$70 million relating to intellectual property, distribution rights and software acquired together with \$61 million recognised with the acquisition of Rotation Medical, Inc. Amortisation and impairment during 2017 was \$202 million and there were favourable currency movements of \$31 million.

Other non-current assets increased by \$177 million primarily due to a \$67 million increase in property, plant and equipment with additions offsetting depreciation, and the recognition of retirement benefit assets of \$62 million for our UK and US pension schemes. Current assets increased by \$202 million with trade and other receivables increasing \$73 million primarily due to \$45 million of foreign exchange, inventories increasing \$60 million primarily due to foreign exchange and cash increasing \$69 million due to the timing of receipts.

Non-current liabilities decreased by \$162 million primarily due to payments made against our borrowing facilities. Current liabilities decreased by \$2 million as a \$73 million increase in trade and other payables arising from a \$37 million foreign exchange increase and a \$28 million timing difference on the payment of expenses associated with a patent litigation gain, which was partially offset by a \$59 million decrease in bank overdrafts and loans and \$18 million decrease in provisions.

CASH FLOW

Cash generated from operations of \$1,273 million (2016: \$1,035 million) is after paying out \$3 million (2016: \$24 million) of acquisition-related costs, \$15 million (2016: \$62 million) of restructuring and rationalisation expenses and \$25 million (2016: \$36 million) relating to legal and other costs.

Trading cash flow¹ increased by \$175 million primarily related to working capital movements.

Free cash flow¹ increased by \$257 million primarily related to working capital movements and lower cash outflows for acquisition-related costs, restructuring and rationalisation expenses and legal and other costs.

During the year ended 31 December 2017, the Group purchased a total of 3.2 million (2016: 24.0 million) ordinary shares at a cost of \$52 million (2016: \$368 million) as part of the ongoing programme to buy back an equivalent number of shares to those vesting as part of the employee share plans. 2016 share repurchases included a \$300 million share buy-back programme following the disposal of the Gynaecology business.

DIVIDENDS

The 2016 final dividend of 18.5 US cents per ordinary share totalling \$162 million was paid on 10 May 2017. The 2017 interim dividend of 12.3 US cents per ordinary share totalling \$107 million was paid on 1 November 2017.

LIQUIDITY AND CAPITAL RESOURCES

The Group's policy is to ensure that it has sufficient funding and facilities in place to meet foreseeable borrowing requirements.

The Group's net debt decreased from \$1,550 million at the beginning of 2017 to \$1,281 million at the end of 2017, representing an overall decrease of \$269 million.

At 31 December 2017, the Group held \$155 million (2016: \$38 million) in cash net of bank overdrafts. The Group had committed facilities available of \$2,425 million at 31 December 2017 of which \$1,425 million was drawn. Smith & Nephew intends to repay the \$13 million of bank loans due within one year by using available cash and drawing down on the longer-term facilities.

The principal variations in the Group's borrowing requirements result from the timing of dividend payments, acquisitions and disposals of businesses, timing of capital expenditure and working capital fluctuations. Smith & Nephew believes that its capital expenditure needs and its working capital funding for 2017, as well as its other known or expected commitments or liabilities, can be met from its existing resources and facilities.

The Group's planned future contributions are considered adequate to cover the current underfunded position in the Group's defined benefit plans.

RETURN ON INVESTED CAPITAL

Return On Invested Capital¹ (ROIC) is a measure of the return generated on capital invested by the Group. It provides a metric for long-term value creation and encourages compounding reinvestment within the business and discipline around acquisitions with low returns and long payback. ROIC increased from 11.5% in 2016 to 14.3% in 2017 as a result of the improved operating profit, the lower tax rate and a stable asset base.

ROIC is defined as:

Net Operating Profit less Adjusted Taxes

$(\text{Opening Net Operating Assets} + \text{Closing Net Operating Assets})/2$

14.3% +280bps

Return On

Invested

Capital1 (ROIC)

WHY THIS KPI IS IMPORTANT

ROIC measures the return generated on capital invested by the Group.

HOW WE PERFORMED

ROIC was up 280bps year-on-year driven by improved operating profit, the lower tax rate and a stable asset base.

1 These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

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RISK REPORT

OUR APPROACH TO RISK

OUR RISK MANAGEMENT PROCESS

Our Enterprise Risk Management process is based on a holistic approach to risk management, leveraging the best risk identification and risk treatments already in place throughout our Business Areas and Product Groups whilst incorporating the same risk processes into the strategic planning process. Our belief is that the strategic and operational benefits of managing risk are achieved when Enterprise Risk Management is aligned with the strategic and operational goals of the organisation and our process and governance structure firmly aligns to this approach.

In carrying out our business we face many risks and uncertainties and our Risk Management Policy and Enterprise Risk Management Manual ensure that our Risk Community can identify, review and report risks at every level of our business. At the very top of our structure is our Board, setting our risk appetite and monitoring the application of our risk framework through strategy, execution and practically through the outputs of regular risk ‘deep dives’ by the business and Group Risk Team. The Board cascades our risk appetite throughout our organisation through the Risk Committee, Risk Owner Community and our Management Group with a formal ‘bottom up’ process ensuring that risks are escalated back through the process to our Board and form our Principal Risks as appropriate. Providing rigour and independence across this process is our Executive Committee and the Group Risk Team. At the third line of defence is our Internal Audit Function, providing an annual opinion on the effectiveness of our Risk Management process to the Group Risk Committee chaired by the Chief Executive Officer and then to the Board and its committees.

| Roles | Responsibilities |
|---|---|
| Board of Directors and Board Committees | <ul style="list-style-type: none"> <li data-bbox="316 1520 1461 1551">– Responsible for regular oversight of risk management and for our annual strategic risk review <li data-bbox="316 1591 1489 1688">– Monitors risks through Board processes (Strategy Review, Disclosures, M&A, Investments, Disposals) and Committees (Audit and Ethics & Compliance), management reports and deep dives of selected risk areas <li data-bbox="316 1730 1477 1827">– Audit Committee is responsible for ensuring oversight of the process by which risks relating to the Company and its operations are managed and for viewing the operating effectiveness of the Group’s Risk Management process <li data-bbox="316 1904 1035 1936">– Reviews external/internal environment for emerging risks |

- Group Risk Committee
- Reviews risk register updates from Business Areas
 - Identifies significant risks and assesses effectiveness of mitigating actions
 - Business Area/Product Group Risk champion provides support to ensure a framework is designed and implemented for alignment to the requirements of the Enterprise Risk Management Framework
- Business area/Product Risk Groups
- Carry out day-to-day risk management activities
 - Identify and assess risk
 - Implement strategy and mitigating actions to treat risk within Business/Product Risk Groups
 - Risk Champions lead regular risk register updates
 - Manage implementation of all aspects of the Group’s approach to Enterprise Risk Management including implementation of processes, tools and systems to identify, assess, measure, manage, monitor and report risks
- Group Risk Team
- Facilitates implementation and coordination through Risk Champions
 - Provides resources and training to support process
 - Prepares Board and Group Risk Committee reports based on Business Area and Product Group updates
- Annual assessment of effectiveness – Internal audit and control functions
-

RISK MANAGEMENT LIFE CYCLE – OUR SEVEN-STEP PROCESS

Our risk management life cycle was refreshed and updated in 2017 to align with our new approach to include Product Groups within our risk portfolio. Our Risk Management Policy was launched in May with sponsorship from the Chief Executive Officer and a revised manual aligning to the new structure was launched shortly after. Risks continue to be managed through a ‘bottom up’ and ‘top down’ process, with monthly oversight from the Executive Committee and quarterly reports to the Board Committees. An overview of our ‘seven step’ process can be found below:

An overview of the Risk Management and Reporting Process

| | | |
|--|--|---|
| 7 | 1 | 2 |
| Monitoring and review | Risk Identification | Gross (inherent) Risk assessment |
| MONITORING of risks and actions by management, the accountable Executive and Board. Coordinated and ongoing monitoring of the internal and external risk environment to respond to emerging and horizon risks. | IDENTIFYING risks associated to achievement of our objectives by function and product and at the Group level. Early and continuous risk identification including existing and horizon risks. | ASSESSING the level of inherent (gross) risk. |
| 6 | | 3 |
| Risk Reporting | | Current Control identification |
| REPORTING the status of our most significant risks through the ‘bottom up’ business area processes and the ‘top down’ Executive | | IDENTIFYING existing controls to mitigate risks |

Committee and Board process. Demonstrating appropriate management of, and response to, our risk profile.

5

Risk Response Planning

IDENTIFYING additional actions required to meet our expected risk tolerance level and ASSIGNING risk owners, timeframes and actions for ongoing management and reporting.

4

Net (residual) Risk

ASSESSING the level of residual (net) risk after mitigation so that risk levels are managed within defined tolerance thresholds without being over controlled or foregoing desirable opportunities.

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2017 PRINCIPAL RISKS

We assess our Principal Risks in terms of their potential impact on our ability to deliver our Strategic Priorities. These links are highlighted across the following pages and further information on the Strategic Priorities is found on page 10.

LEGAL AND COMPLIANCE RISKS

Our global remit results in heavy regulation across multiple jurisdictions. There is increasing public scrutiny of ethics in business and ‘doing the right thing’ has become part of our licence to operate. National regulatory authorities enforce a complex pattern of laws and regulations that govern the design, development, approval, manufacture, labelling, marketing and sale of healthcare products.

Operating across this increasingly complex and dynamic legal and compliance environment, including regulations on bribery and corruption, with poor legal and compliance practices can lead to fines, penalties, reputational risk and competitive disadvantage. We have adopted a proactive, holistic approach, which guides the Company towards a culture of compliance and turns the resolution of legal and compliance issues into a source of competitive advantage.

| Risk Tolerance | Link to strategy | Oversight |
|--|---|-------------------------------|
| In complying with legal and compliance requirements, we have an extremely low tolerance. | Compliance with applicable laws and regulations and doing the right thing is part of our licence to operate and underlies all our Strategic Priorities. | Ethics & Compliance Committee |
| Change from 2016 | | |
| No Change | | |

Examples of risks

STRATEGIC PRIORITIES PAGE 10
Actions taken by management

- Failure to act in an ethical manner consistent with our Code of Conduct.
- Violation of anti-corruption or healthcare laws, breach by employee or third party representative.
- Failure to respond adequately to changes in legislation/regulation.
- Misuse or loss of personal information of patients, employees, research subjects, consumers or customers results in violations of data privacy laws, including General Data Protection Regulations.
- Ethics & Compliance Committee oversees our ethical and compliance practices.
- All employees are required to undertake annual training and to certify compliance on an annual basis with our Code of Conduct and Business Principles.
- Group monitoring and auditing programmes in place.
- Confidential independent reporting channels for employees and third parties to report concerns.

CYBER SECURITY

High profile incidents coupled with increasing government focus has resulted in raised awareness of the extent and potential impact of cyber security breaches. Our increasing business dependence on networked systems and the Internet, the design of new products, connectable products and embedded software and the rapidly evolving cyber security threat landscape provides us with risk exposure not experienced in prior years. In response to this we have undertaken an exercise to understand our threats and vulnerabilities to target cyber security investment in the right places.

| Risk Tolerance | Link to strategy | Oversight |
|---|--|-----------------|
| In managing our cyber risk and the possible disruption and reputational impact we have low to moderate tolerance for Cyber Security Risk. | Given our strategic priority ‘Innovate for value’ and an increasing focus on connected products we must deliver our technology solutions in compliance with laws and regulations and in a way that protects any vulnerability to Cyber Risk. | Audit Committee |
| Change from 2016 | | |
| Included as ‘other risk’ in 2016 | | |

| Examples of risks | STRATEGIC PRIORITIES PAGE 10 Actions taken by management |
|---|---|
| – Loss of Intellectual Property/major data privacy breach or significant impact on business operations from Malware or Ransomware outbreak. | – Security information and event management (SIEM) in place providing real-time analysis of security alerts generated by applications and network hardware. |
| – Cyber Security is not considered in the design of new products with more products being connectable/having embedded software. | – Annual Penetration Testing, endpoint protection and Intrusion detection/prevention. |
| | – Annual Mandatory training and continuous awareness training for end-users. |

- Security Governance structure in place including a Cyber Security Steering Committee.
-

NEW PRODUCT INNOVATION, DESIGN & DEVELOPMENT INCLUDING INTELLECTUAL PROPERTY

Our product portfolio is becoming increasingly complex, especially as we move to more innovative connected product technologies and our strategy of ‘owning the disease’. Our success relies on investing in safe products and platforms and aligned internal and external design and development innovation in order to compete effectively. The need to be nimble and considered in our approach to protecting our products, process and Intellectual Property is essential.

extremely low tolerance.

No Change

STRATEGIC PRIORITIES

PAGE 10

| | | |
|----------------|------------------|-----------|
| Risk Tolerance | Link to strategy | Oversight |
|----------------|------------------|-----------|

| | | |
|---|--|-------|
| In pursuit of our strategy to be innovative but safe in our product offering we have a moderate to high tolerance for risk. | Our Strategic Priority to ‘Innovate for Value’ depends heavily on our ability to continue to develop new innovative products and bring them to market. | Board |
|---|--|-------|

Change from 2016

No Change

STRATEGIC PRIORITIES PAGE 10

| | |
|--|--|
| Examples of risks | Actions taken by management |
| <ul style="list-style-type: none"> – Insufficient long-term planning to respond to competitor disruptive entries into marketplace. – Inadequate innovation due to low R&D investment | <ul style="list-style-type: none"> – Newly created Global Research & Development (R&D) organisation and governance framework providing strategic direction for allocation of R&D investments across all businesses. |
| R&D skills gap or poor product development | |

execution.

- Lower value business segment investment, such as product maintenance and line extension projects.
- Competitors may assert patents or other intellectual property rights against the Company, or fail to respect the Company’s intellectual property rights.
- R&D charter to transform our Innovation pipeline and drive our corporate strategy to Innovate for Value.
- Strengthened Clinical Affairs programme integrated with Global Marketing.
- Cross functional New Product Design and R&D processes focused on identifying new products and potentially disruptive technologies and solutions.
- Monitoring of external market trends and collation of customer insights to develop product strategies.
- Careful attention to intellectual property considerations.

QUALITY AND REGULATORY

Global regulatory bodies continue to increase their expectations on manufacturers and distributors of medical devices. Our products are implanted into human bodies and therefore Patient Safety is of paramount importance. The European Medical Device Regulations, launch of ISO13485 2016, the Medical Device Single Audit Programme and the tightening of the Chinese YY standards have increased the focus on clinical and technical evidence, supplier controls and continual product risk reduction.

| Risk Tolerance | Link to strategy | Oversight |
|--|---|-------------------------------------|
| Our response to this risk continues to be critical and our ability to align and exceed the standards required to ensure safe and compliant products is the key driver for our extremely low tolerance for risk in this area. | Our Strategic Priority to ‘Simplify and Improve our Business Model’ requires us to operate effectively and efficiently and to produce compliant products of the highest quality to our customers. | Board Ethics & Compliance Committee |

Change from 2016

Modified Principal Risk in 2017 – formerly included as Operational Risk – Quality and Business Continuity

STRATEGIC PRIORITIES PAGE 10

| Examples of risks | Actions taken by management |
|--|---|
| – Defects in design or manufacturing of products supplied to, and sold by, the Company could lead to product recalls or product removal or result in loss of life or major injury. | – Comprehensive product quality processes and controls from design to customer supply are in place. – Careful attention to intellectual property considerations. |
| – Significant non-compliance with policy, regulations or standards governing products and | – Standardised monitoring and compliance with quality management practices through our Global Quality Assurance |

operations regarding registration, manufacturing, distribution, sales or marketing.

and Regulatory Affairs organisation.

– Failure to obtain proper approvals for new or changed technologies, products or processes.

– Incident management teams in place to respond immediately in the event of an incident relating to patient safety.

– Governance framework in place for reporting, investigating and responding to instances of product safety and complaints.

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PRICING AND REIMBURSEMENT

Our success depends on our ability to sell our products profitably in spite of increasing pricing pressures from customers, and governments providing adequate funding to meet increasing demands arising from demographic trends. The prices we charge are therefore impacted by budgetary constraints and our ability to persuade customers and governments of the economic value of our products, based on clinical data, cost, patient outcomes and comparative effectiveness.

We further face challenging market dynamics, such as consolidation of customers into buying groups, increasing professionalisation of procurement departments and the commoditisation of entire product groups, which continue to challenge prices.

| Risk Tolerance | Link to strategy | Oversight |
|---|---|--------------|
| <p>In implementing innovative pricing strategies, we have a moderate to high tolerance for risk and are willing to accept certain risks in pursuit of new business opportunities.</p> | <p>Our Strategic Priorities to ‘Build a Strong Position in Established Markets’ and to ‘Focus on Emerging Markets’ depends on our ability to sell our products profitably in spite of increased pricing pressures from governments.</p> | <p>Board</p> |
| <p>Change from 2016</p> | | |
| <p>No Change</p> | | |
| <p>Examples of risks</p> | <p>STRATEGIC PRIORITIES PAGE 10 Actions taken by management</p> | |
| <p>– Reduced reimbursement levels and increasing pricing pressures.</p> | <p>– Development of innovative economic product and service solutions for both Established and Emerging Markets.</p> | |
| <p>– Systemic challenge on number of elective procedures.</p> | <p>– Appropriate breadth of portfolio and geographic spread to mitigate exposure to localised risks.</p> | |
| <p>– Lack of compelling health economics data to support reimbursement requests.</p> | <p>– Incorporating health economic components into the design and development of new products.</p> | |

- Risk of adverse trading margins due to fluctuating foreign currency exchange rates across our main manufacturing countries (US, UK, Costa Rica and China) and where our products are sold.
- Emphasising value propositions tailored to specific stakeholders and geographies through strategic investment and marketing programmes.
- Holding prices within acceptable ranges through global pricing corridors.

BUSINESS CONTINUITY AND BUSINESS CHANGE

Operating with a Global Remit, increased outsourcing and more sophisticated materials and product technology has made our manufacturing and supply chain process far more complex, leading to a greater potential for disruptive events. Ensuring our ability to continually execute and operate key sites and facilities in order to develop, manufacture and sell our products within this environment is a key strategic priority of the organisation. In addition, the pace and scope of our business ‘change’ initiatives increases the execution risk that benefits may not be fully realised, costs of these changes may increase, or that our business as usual activities may not perform in line with our plans.

| Risk Tolerance | Link to strategy | Oversight |
|---|--|--------------|
| <p>In operating our business, executing our change programmes and in managing our suppliers and facilities we have a low to medium tolerance for this risk.</p> | <p>Our Strategic Priority to ‘Simplify and Improve our Business Model’ requires us to operate effectively and efficiently and to ensure continuity of supply of products and services to customers.</p> | <p>Board</p> |
| <p>Change from 2016</p> | <p>STRATEGIC PRIORITIES PAGE 10</p> | |
| <p>Modified Principal Risk in 2017 – formerly included as Operational Risk – Quality and Business Continuity</p> <p>Examples of risks</p> | <p>Actions taken by management</p> | |
| <p>– Failure or significant performance issues experienced at critical/single source facilities.</p> | <p>– Comprehensive product quality processes and controls are in place from design to customer supply.</p> | |
| <p>– Disruption to manufacturing at single or sole source facility (lack of manufacturing redundancy).</p> | <p>– Emergency and incident management and business recovery plans are in place at major facilities and for key products and key suppliers.</p> | |
| <p>– Supplier failure impacts ability to meet customer demand (single source suppliers).</p> | <p>– Second source suppliers identified for critical components or products.</p> | |
| <p>– Natural disaster impacts ability to meet customer demand.</p> | <p>– Undertaking risk based review programmes for critical suppliers.</p> | |
| <p>– Significant ‘change’ prevents our projects and programmes such as APEX achieving the intended benefits and disrupts existing business activities.</p> | <p>– Project Management Governance and toolkits and project Steering Committee Oversight to support successful execution of programme and projects. Executive Committee and Audit Committee oversight of Risks to change programmes.</p> | |

- Political and economic ‘uncertainty’ in the countries in which we operate, e.g. Brexit.
 - Brexit Steering Group regularly monitors the evolving impact of Brexit and oversees our response.
-

MERGERS AND ACQUISITIONS

As the Company grows to meet the needs of our customers and patients, we recognise that we are not able to develop all the products and services required using internal resources and therefore need to undertake mergers and acquisitions in order to expand our offering and to complement our existing business. In other areas, we may divest businesses which are no longer core to our activities. It is crucial for our long-term success that we make the right choices around acquisitions and divestments. We have a well-defined cross-functional process for managing risks associated with mergers and acquisitions that is subject to scrutiny from executive management and the Board of Directors.

| Risk Tolerance | Link to strategy | Oversight |
|---|---|-----------|
| In acquiring new businesses and business models, we have a moderate to high tolerance for commercial risk and are willing to accept certain risks in pursuit of new business. | Our Strategic Priority to ‘Supplement Organic Growth with Acquisitions’ depends on our ability to identify the right acquisitions, to conduct thorough due diligence and to integrate acquisitions effectively. | Board |
| Change from 2016 | | |
| No Change | | |

| Examples of risks | STRATEGIC PRIORITIES PAGE 10 Actions taken by management |
|--|---|
| <ul style="list-style-type: none"> – Failure to identify appropriate acquisitions or to conduct effective acquisition due diligence. – Failure to integrate newly acquired businesses effectively, including Company standards, policies and financial controls. | <ul style="list-style-type: none"> – Acquisition activity is aligned with corporate strategy and prioritised towards products, franchises and markets identified to have the greatest long-term potential. – Clearly defined investment appraisal process based on return on capital, in accordance with Capital Allocation Framework and comprehensive post-acquisition review programme. – Undertaking detailed and comprehensive cross-functional due diligence prior to acquisitions. – Compliance risks included as part of due diligence reviews, integration plans and reporting for acquisitions. |

TALENT MANAGEMENT

We recognise that people management, effective succession planning and the ability to attract and retain talent is of great importance to the success of our Company. In the current economic environment of strong competition and reduced spending, retention of top talent is a critical risk which requires a strong process in relation to retention and engagement. Failure to do so can result in risks in our ability to execute Company strategy and achieve business objectives in relevant functions and to be effective in the chosen market/discipline and leadership of newer workforce which may impact the Company's future success.

| Risk Tolerance | Link to strategy | Oversight |
|---|---|--------------|
| <p>We have a moderate tolerance for this risk. Change from 2016</p> <p>Included as 'other risk' in 2016</p> | <p>All our strategic priorities rely on ensuring we have the right talent within our organisation to deliver maximum efficiency in everything we do and to build strong leaders for the future.</p> | <p>Board</p> |

STRATEGIC PRIORITIES PAGE 10

| Examples of risks | Actions taken by management |
|---|--|
| <ul style="list-style-type: none"> - Loss of key talent and lack of appropriate succession planning in context of required skill sets for future business needs. - Loss of competitive advantage due to an inability to attract and retain Top Talent. - Loss of intellectual capital due to poor retention of talent. | <ul style="list-style-type: none"> - Formal Talent Review process where the Executive Team has accountability for managing talent. - Identification of high performing individuals and practices to plan for the succession of key roles. - Consistent and robust performance Management process. - Development of strategic skills resourcing plan by functional areas. |

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Commercial execution

We continue to make good and strong progress delivering our priorities and are proud of the pace with which our strategic and operational decisions are quickly translated into actions. Effective communication and engagement with our customers are critical to the long-term success of our business. We are confident that we have the right priorities, structures and capabilities across the Group and we acknowledge that only strong and continued execution will keep us ahead of our competitors and best placed to serve our customers. Failure to execute our priorities will impact our ability to continue to grow our business and serve our customers.

Risk Tolerance

Link to strategy Oversight

In continuing to execute our priorities in an innovative, safe, profitable and compliant way we have a low to moderate tolerance level.

All Strategic
Priorities

Board

Change from 2016

Modified Principal Risk in 2017 – previously incorporated into other principal risks

Examples of risks

- Failure to adequately execute our strategy from high-level ambition to specific actions to make the ambition a reality.
- Inability to keep pace with significant product innovation and technical advances to develop commercially viable products.
- Failure to appropriately adapt our priorities and execution when conditions change meaning that transformational programmes do not deliver the expected outcomes.
- Failure to engage effectively with our key stakeholders to meet their evolving needs leading to loss of customers.

STRATEGIC
PRIORITIES
PAGE 10

Actions taken by management

- Strengthened our commercial platform by creating a global commercial organisation with a remit to drive commercial performance across the Group through sales force excellence and pricing discipline.
- Newly created Global Research & Development organisation and supporting

governance framework.

- Improved Market Development and Launch Execution – Commitment to ‘win’ profitably in our target markets.
- Strategic planning process clearly linked to business and Group Risk.
- Global transformational programmes in place providing agile opportunities for efficiencies, growth and a strengthened competitive position.

DEEP DIVES COMPLETED IN THE YEAR (Group Risk Team/Board and Audit Committee Reviews)

During the year, the risks identified through the ‘bottom up’ and ‘top down’ processes were mapped against each other with the most significant risks forming our Principal Risks. These risks and our tolerance levels were discussed with each member of Executive Committee separately and collectively in August and were presented to the Board during the Strategy Review in September 2017. A further ‘bottom up’ exercise was carried out in November to validate that the risk profile had not significantly changed since the initial exercise in June. No changes were required to our risk profile as a result of this exercise, which was also formally validated by each Accountable Executive.

Throughout 2017, a number of different risk topics were presented to the Board and its Committee and specific ‘Deep Dive’ reviews were also completed by the Group Risk Team as follows.

Board and Audit Committee Deep Dives

Legal, Compliance and Quality

During the year the Ethics & Compliance Committee meetings considers papers from the quality and regulatory, legal and compliance teams. In 2017, the meetings have covered topics including preparation for General Data Protection Regulation (GDPR) in EU, Medical Device Regulations (MDR), FDA & Notified Body Inspection Activities, the Global Quality and Compliance Audit programme, Transactions with Compliance Risks and the outcome of significant Investigations.

Strategic: Research and Development and M&A

The Board has considered a report from the R&D team covering topics/risks in relation to execution, driving high value Innovation Projects and investment in Clinical Evidence and associated strategies to manage these risks. Each Board meeting considers Corporate Development. For 2017, this has focused on the lead up to, and our acquisition of, Rotation Medical. Retrospective reviews have also happened during the year on previous acquisitions compared to the expectations in the deal models.

Manufacturing Operations

Throughout the year, the Board has received presentations from the global operations team with oversight of operational matters, particularly relating to the manufacturing footprint and the risks associated with the current footprint and the proposals to mitigate these risks.

Functional Oversight

The Board and Audit Committee receive regular updates throughout the year from functions such as IT, Tax, Treasury and Financial operations. The Audit Committee also receives an update three times during the year on progress of risk management across the organisation.

IT/Cyber

The Audit Committee received reports on IT and Cyber security, including an assessment of the existing risks and benchmarking against industry standards.

HR

Annual discussion at the Board in relation to talent succession, culture and values.

Group Risk Team Deep Dives

A series of planned 'Deep Dives' have been completed in the year across our Business and Product Group Risk Areas, including PICO, Total Knees and ALLEVYN product Groups, Compliance and Europe/Canada Business Areas. These reviews have been newly introduced in 2017 to supplement reports provided to the Board and primarily cover an 'independent' assessment of compliance to the expected Risk Management Framework and in particular the adequacy of stated mitigating activities. The results are reported through the Risk Champions and Accountable Executives to the Audit Committee and are tracked and monitored to resolution by the Group Risk Team.

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2018 RISK MANAGEMENT PLAN

Our work will continue in 2018 to evolve and strengthen our approach to managing risks across the organisation, including our business areas and product groups. We will continue to ensure a truly collaborative approach to risk management with risk accountability sitting squarely with management and a proactive Group Risk Function influencing decision making through effective challenge and timely consultation. 2018 will see innovation further driven through a new Global Enterprise Risk Management tool, more regular and sophisticated risk reporting across the organisation and further embedding Risk Appetite into decision making.

2018 RISK MANAGEMENT TIMELINE

| Q1 2018 | Q2 2018 | Q3 2018 | Q4 2018 | Q1 2019 |
|---|---|---|--|---|
| Internal Audit | | | | |
| | | | | – Risk Management Effectiveness Review report to the next Audit Committee |
| Deep dive risk reviews Group Risk Team | | | | |
| | | – 2019 Risk Based Internal Audit Plan Preparation | | |
| | | | – Prepare 2019 Enterprise Risk Management Strategy | |
| – Refresh Enterprise Risk management Policy and process | – Risk Champion/Owner training | – Facilitate ‘top down’ review process | | |
| | – Report to Audit Committee | – One to Ones with Executive Committee and Board | – Prepare Review of Principal Risks | |
| – Monthly reports to Executive Committee | – Monthly reports to Executive Committee | – Monthly reports to Executive Committee | – Report to Audit Committee | |
| Business/Product Risk Areas | | | | |
| – Quarterly Risk Review by Senior Leadership Team | – Quarterly Risk Review by Senior Leadership Team | – Quarterly Risk Review by Senior Leadership Team | – Quarterly Risk Review by Senior Leadership Team | |
| | – Risk Register refresh and submission to Group Risk Team | | – Risk Register refresh and submission to Group Risk Team annual | |

| | | |
|---|---|--|
| Executive Committee | | certification |
| | – ‘Top Down’ Review of Principal/Significant Risks | – Approve Principal Risks |
| Board | | |
| | – Review of significant risks | |
| Audit Committee | | |
| – Review and approval of the Group’s 2017 Risk Management Process and Viability Statement | – Receive report from the Group Risk Team and review Enterprise Risk Management process | – Receive report from the Group Risk Team and review Enterprise Risk Management process – Review and approve Principal Risks |

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OUR VIABILITY STATEMENT

HOW WE ASSESS OUR PROSPECTS

During the year, the Board has carried out a robust assessment of the Principal Risks affecting the Company, particularly those which could threaten the business model. These risks and the actions being taken to manage or mitigate them are explained in detail on pages 42–46 of this Annual Report.

In reaching our Viability Statement conclusion, we have undertaken the following process:

- The Audit Committee reviewed the Risk Management process at their meetings in February, April, July and November, receiving presentations from the Group Risk function, explaining the processes followed by management in identifying and managing risk throughout the business.
- In the summer, a series of detailed one-to-one discussions were held with each member of the Executive Committee and the Group Risk Team. In these discussions, the Executives were asked to consider the significant risks which they believed could seriously impact the profitability and future prospects of the Company and the principal risks that would threaten its business model, future performance, solvency or liquidity.
- As part of the annual Strategy Review in September, the Board considered and discussed the principal risks which could impact the business model over the next three years and discussed with the management team how these risks were being managed and mitigated.
- Throughout the year, a number of deep dives into different risks were conducted by the Board, the Audit Committee and the Ethics & Compliance Committee looking into the nature of the risks and how they were mitigated, as detailed on page 46 of this Annual Report.
- Throughout the year, a number of deep dives into specific risk areas were conducted by the Group Risk Team, the results of which were presented to and discussed by the Audit Committee.

ASSESSMENT PERIOD

The Board have determined that the three-year period to December 2020 is an appropriate period over which to provide its Viability Statement. This period is aligned to the Group's Strategic Planning process and reflects the Board's best estimate of the future viability of the business.

2017 SCENARIOS MODELLED
Scenario 1 – Pricing

[Link to Principal Risks](#)

Link to
Strategy

- Pricing and reimbursement pressures or currency exchange volatility (Principal Risk) – leading to a major loss of revenues and profits. Action taken: We have modelled a 1% reduction in annual price growth/decline for each year from 2018.
 - Scenario 2 Operational risk
 - Execution risk – our inability to launch new products losing significant market share to the competition. Action taken: We have modelled a 1% reduction in annual volume growth rates each year from 2018.
 - Product liability claims – giving rise to significant claims and legal fees. Action taken: We have modelled a one-off significant product liability claim in 2019.
 - Temporary loss of key production capability – resulting in our inability to manufacture a key product for a period of time. Action taken: We have modelled the loss of a factory, resulting in the loss of production and sales of a key product for two years from 2019.
 - Scenario 3 – Legal regulatory and compliance risks
 - Regulatory measures – impacting our ability to continue to sell key products. Action taken: We have modelled the complete loss of revenue from a key product for each year from 2018.
 - Bribery and corruption claims – giving rise to significant fines. Action taken: We have assumed a one-off significant fine in 2019.
 - Scenario 4 – Cyber security
 - Inability to issue invoices or collect money for a period of time.
 - Action taken: We have modelled one of our key regions being unable to invoice sales and collect cash for one month in 2019.
 - Other
 - Political and economic forces – for example political upheaval, which could cause us to withdraw from a major market for a period of time. Action taken: We have modelled the loss of revenue and profits from a medium sized business due to withdrawal from a market from 2019.
- Pricing and Reimbursement

 – New Product Innovation, Design & Development (including Intellectual property)

 – Commercial Execution

 – Legal and Compliance

 – Quality and Regulatory

 – Cyber Security

 – Business Continuity and Business Change

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SCENARIO TESTING

For the purpose of testing the viability of the Company, we have undertaken a robust scenario assessment of the principal risks and some other risks, which could threaten the viability or existence of the Company. These have been modelled as follows:

In carrying out scenario modelling of the principal and significant risks on the previous page we have also evaluated the impact of a severe but plausible combination of these risks actually occurring over the three-year period. We have considered and discussed a report setting out the terms of our current financing arrangements and potential capacity for additional financing should this be required in the event of one of the scenarios modelled occurring.

We are satisfied that we have robust mitigating actions in place as detailed on pages 42–46 of this Annual Report. We recognise, however, that the long-term viability of the Company could also be impacted by other, as yet unforeseen, risks or that the mitigating actions we have put in place could turn out to be less effective than intended.

VIABILITY STATEMENT

Having assessed the principal risks, the Board has determined that we have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over a period of three years from 1 January 2018. In our long-term planning we consider horizons of both five and ten years. However, as most of our efforts are focused on the coming three years, we have chosen this period when considering our viability.

Our conclusion is based on our current Strategic Plan approved by the Board in January 2018, having regard to longer-term strategic intentions, yet to be formulated in detail. However, we operate in a changing marketplace, which might cause us to adapt our Strategic Plans. In responding to changing external conditions, we will continue to evaluate any additional risks involved which might impact the business model.

By order of the Board, on 22 February 2018

Susan Swabey

Company Secretary

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OUR BOARD OF DIRECTORS

A DIVERSE BOARD

ROBERTO QUARTA (68)

Chairman

Joined the Board in December 2013 and appointed Chairman following election by shareholders at the 2014 Annual General Meeting. He was also appointed Chairman of the Nomination & Governance Committee and a Member of the Remuneration Committee on that day.

Career and experience

Roberto is a graduate and a former Trustee of the College of the Holy Cross, Worcester (MA), US. He started his career as a manager trainee at David Gessner Ltd, before moving on to Worcester Controls Corporation and then BTR plc, where he was a divisional Chief Executive. Between 1985 and 1989 he was Executive VP of Hitchiner Manufacturing Co., Inc. He returned to BTR plc in 1989 as Divisional Chief Executive, where he was appointed to the main board. From here he moved to BBA Aviation plc, as CEO and then as Chairman, until 2007. He has held several board positions, including NED of Powergen plc, Equant N.V., BAE Systems plc and Foster Wheeler AG. His previous Chairmanships include Italtel SpA, Rexel S.A., IMI plc and SPIE SA. He is currently

OLIVIER BOHUON (59)

Chief Executive Officer

Joined the Board and was appointed Chief Executive Officer in April 2011. Olivier has announced his intention to retire by the end of 2018.

Career and experience

Olivier holds a doctorate in Pharmacy from the University of Paris and an MBA from HEC, Paris. He started his career in Morocco with Roussel Uclaf S.A. and then, with the same company, held a number of positions in the Middle East with increasing levels of responsibility. He joined Abbott in Chicago as head of their anti-infective franchise with Abbott International before becoming Pharmaceutical General Manager in Spain. He subsequently joined GlaxoSmithKline plc, rising to Senior Vice President & Director for European Commercial Operations. He then re-joined Abbott as President for Europe, became President of Abbott International (all countries outside of the US), and then President of their Pharmaceutical Division. He joined Smith & Nephew from Pierre Fabre,

GRAHAM BAKER (49)

Chief Financial Officer

Joined the Board as Chief Financial Officer on 1 March 2017 and elected by shareholders on 6 April 2017.

Career and experience

Graham holds an MA degree in Economics from Cambridge University and qualified as a Chartered Accountant and Chartered Tax Adviser with Arthur Andersen. In 1995, he joined AstraZeneca PLC where he worked for 20 years, holding multiple senior roles, including Vice President Finance & Chief Financial Officer, North America (2008-2010), Vice President, Global Financial Services (2010-2013) and Vice President, Finance, International (2013-2015) with responsibility for all emerging markets. Most recently, Graham was Chief Financial Officer of generic pharmaceuticals company Alvogen.

Chairman of WPP plc. He is a partner at Clayton Dubilier & Rice and a former member of the Investment Committee of Fondo Strategico Italiano S.p.A.

Skills and competencies

Roberto's career in private equity brings valuable experience to Smith & Nephew, particularly when evaluating acquisitions and new business opportunities. He has an in-depth understanding of differing global governance requirements having served as a director and chairman of a number of UK and international companies. Since his appointment as Chairman in April 2014, he has conducted a comprehensive review into the composition of the Board and its Committees, and conducted the search for new Non-Executive Directors, resulting in the appointment of Vinita Bali in 2014, Erik Engstrom and Robin Freestone in 2015, Angie Risley and Marc Owen during 2017, and Roland Diggelmann so far in 2018.

Nationality

American/Italian

where he was Chief Executive.

Skills and competencies

Olivier has extensive international healthcare leadership experience within a number of significant pharmaceutical and healthcare companies. His global experience provides the skillset required to innovate a FTSE 100 company with a deep heritage and provide inspiring leadership. He is a NED of Virbac Group and Shire plc, where he is also a member of the Remuneration Committee and the Nomination & Governance Committee and will be appointed Senior Independent Director on 25 April 2018.

Nationality

French

Skills and competencies

Graham has deep sector knowledge and has had extensive exposure to established and emerging markets which is extremely relevant to his role at Smith & Nephew. He has a strong track record of delivering operational excellence and has relevant experience across major finance roles and geographic markets, leading large teams responsible for significant budgets.

Nationality

British

VINITA BALI (62)

Independent Non-Executive Director

Appointed Independent Non-Executive Director in December 2014 and Member of the Remuneration Committee and Ethics & Compliance Committee.

Career and experience

Vinita holds an MBA from the Jamnalal Bajaj Institute of Management Studies, University of Bombay and a BA in Economics from the University of Delhi. She commenced her career in India with a Tata Group Company, and then joined Cadbury India, subsequently working with Cadbury Schweppes plc in the UK, Nigeria and South Africa. She has held a number of senior global positions in marketing and general management at The Coca-Cola Company based in the US and South America, becoming President of the Andean Division in 1999 and VP, Corporate Strategy in 2001. In 2003, she joined Zyman Group, LLC, a US based consultancy, as Managing Principal. Vinita was MD and CEO of Britannia Industries Limited, a leading Indian publicly listed food company from 2005 to 2014. Currently, Vinita is NED of Syngene International Limited, Titan Company Ltd, Bunge Limited and CRISIL India (a Standard & Poor Company). She is also Chair of the board of Global Alliance for Improved Nutrition and a member of the Advisory Board of PwC India.

Skills and competencies

IAN BARLOW (66)

Independent Non-Executive Director

Appointed Independent Non-Executive Director in March 2010, Chairman (now Member) of the Audit Committee in May 2010, Member of the Ethics & Compliance Committee in October 2014 and Senior Independent Director and Member of the Nomination & Governance Committee on 6 April 2017.

Career and experience

Ian is a Chartered Accountant with considerable financial experience both internationally and in the UK. He was a Partner at KPMG, latterly Senior Partner, London, until 2008. At KPMG, he was Head of UK tax and legal operations. Previously he was Chairman of WSP Group plc, and is currently NED and Chairman of the Audit Committees of The Brunner Investment Trust PLC, Foxtons Group plc and Urban&Civic plc.

Skills and competencies

THE RT. HON BARONESS VIRGINIA BOTTOMLEY OF NETTLESTONE DL (69)

Independent Non-Executive Director

Appointed Independent Non-Executive Director in April 2012 and Member of the Remuneration Committee and Nomination & Governance Committee in April 2014.

Career and experience

Virginia gained her MSc in Social Administration from the London School of Economics following her first degree. She was appointed a Life Peer in 2005 following her career as a Member of Parliament between 1984 and 2005. She served successively as Secretary of State for Health and then Culture, Media and Sport. Virginia was formerly a Director of Bupa and AkzoNobel NV. She is currently a Director of International Resources Group Limited, member of the International Advisory Council of Chugai Pharmaceutical Co., Chancellor of University of Hull and Sheriff of Hull and Trustee of The Economist Newspaper. She is the Chair of Board & CEO Practice at Odgers Berndtson.

Skills and competencies

Vinita has an impressive track record of achievement with blue-chip global corporations in multiple geographies including India, Africa, South America, US and UK, all key markets for Smith & Nephew. Additionally, her strong appreciation of customer service and marketing brings deep insight as we continue to develop innovative ways to serve our markets and grow our business.

Nationality

Indian

Ian's longstanding financial and auditing career and extensive board experience add value to his role as a member of the Audit Committee. As a member of the Ethics & Compliance Committee, he has managed to co-ordinate an oversight role of both Committees. This has been invaluable when commencing his role as Senior Independent Director with effect from 6 April 2017. Ian's first board evaluation is discussed in the corporate governance statement.

Nationality

British

Virginia's extensive experience within Government, particularly as Secretary of State for Health, brings a unique insight into the healthcare system both in the UK and globally, whilst her experience on the board of Bupa brings an understanding of the private healthcare sector and an insight into the needs of our customers. Her experience running the board practice at a search firm gives her a valuable skillset as a member of the Nomination & Governance Committee and Remuneration Committee. Her long association with Hull, the home of many of our UK employees, also brings an added perspective.

Nationality

British

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ERIK ENGSTROM (54)

Independent Non-Executive Director

Appointed Independent Non-Executive Director on 1 January 2015 and Member of the Audit Committee.

Career and experience

Erik is a graduate of the Stockholm School of Economics (BSc) and of the Royal Institute of Technology in Stockholm (MSc). In 1988, he graduated with an MBA from Harvard Business School as a Fulbright Scholar. Erik commenced his career at McKinsey & Company and then worked in publishing, latterly as President and COO of Random House Inc. and as President and CEO of Bantam Doubleday Dell, North America. In 2001, he moved on to be a partner at General Atlantic Partners, a private equity investment firm. Between 2004 and 2009, he was CEO of Elsevier, the division

ROBIN FREESTONE (59)

Independent Non-Executive Director

Appointed Independent Non-Executive Director and Member of the Audit Committee and the Remuneration Committee on 1 September 2015 and Chairman of the Audit Committee on 6 April 2017.

Career and experience

Robin graduated with a BA in Economics from The University of Manchester and later qualified and commenced his career as a Chartered Accountant at Deloitte. He has held a number of senior financial positions throughout his career, including at ICI plc, Henkel Ltd and at Amersham plc. Robin was the Deputy CFO and then later the CFO of Pearson plc between 2006 and August 2015, where he was heavily involved with the transformation and diversification of Pearson. He was previously NED at eChem Ltd, Chairman of the 100 Group and Senior Independent Director and Chairman of the Audit Committee of Cable & Wireless Communications plc. Robin is a NED and Chairman of the Audit Committee at Moneysupermarket.com Group plc and Michael Kors Holdings Ltd. Robin became Chair of the ICAEW Corporate Governance Advisory Group in 2017.

MICHAEL FRIEDMAN (74)

Independent Non-Executive Director

Appointed Independent Non-Executive Director in April 2013 and Chairman of the Ethics & Compliance Committee in August 2014.

Career and experience

Michael graduated with a Bachelor of Arts degree, magna cum laude from Tulane University and a Doctorate in Medicine from the University of Texas Southwestern Medical Center. He completed postdoctoral training at Stanford University and the National Cancer Institute, and is board certified in Internal Medicine and Medical Oncology. In 1983, he joined the Division of Cancer Treatment at the National Cancer Institute and went on to become the Associate Director of the Cancer Therapy Evaluation Program. Michael was most recently CEO of City of Hope in California, and also served as Director of the institution's cancer centre and held the Irell & Manella Cancer Center Director's Distinguished Chair. He was formerly Senior VP of research, medical and public policy for Pharmacia Corporation and also Deputy Commissioner and Acting Commissioner at the US Food and Drug

specialising in scientific and medical information and then from 2009 CEO of RELX Group.

Skills and competencies

Erik has successfully reshaped RELX Group's business in terms of portfolio and geographies. He brings a deep understanding of how technology can be used to transform a business and insight into the development of new commercial models that deliver attractive economics. His experience as a CEO of a global company gives him valuable insights as a member of our Audit Committee.

Nationality

Swedish

JOSEPH PAPA (62)

Independent Non-Executive Director

Appointed Independent Non-Executive Director in August 2008 and Chairman of the Remuneration Committee in April 2011, Member of the Audit Committee and Ethics & Compliance Committee.

Joe will be retiring from the Board at the Annual General Meeting on 12 April 2018 and will not stand for re-election.

Nationality

American

Skills and competencies

Robin has been a well-regarded FTSE 100 CFO who has not only been heavily involved with transformation and diversification, but also the healthcare industry at Amersham, where his acquisition experience will be of value to Smith & Nephew as it continues to grow globally and in different markets. He brings financial expertise and insight as Chairman of the Audit Committee and an understanding of how to attract and retain talent in a global business as a member of the Remuneration Committee.

Nationality

British

Career and experience

Joe graduated with a Bachelor of Science degree in Pharmacy from the University of Connecticut and MBA from Northwestern University's Kellogg Graduate School of Management. In 2012, he received an Honorary Doctor of Science degree from the University of Connecticut School of Pharmacy. He began his career at Novartis International AG as an Assistant Product Manager and eventually rose to VP, Marketing, having held senior positions in both Switzerland and US. He moved on to hold senior positions at

Administration (FDA). He has served on a number of boards in a non-executive capacity, including Rite Aid Corporation. Currently, Michael is a NED of Celgene Corporation, MannKind Corporation and Intuitive Surgical, Inc.

Skills and competencies

Michael understands the fundamental importance of research, which is part of Smith & Nephew's value creation process. His varied experience in both the public and private healthcare sectors have given him a deep insight and a highly respected career. In particular his work with the FDA and knowledge relating to US compliance provides the skillset required to Chair the Ethics & Compliance Committee.

Nationality

American

Searle Pharmaceuticals and was later President & COO of DuPont Pharmaceuticals and later Watson Pharma, Inc. He was previously Chairman and CEO of Cardinal Health, Inc. and Chairman and CEO of Perrigo Company plc from 2006 to April 2016. Joe was appointed Chairman and CEO of Valeant Pharmaceuticals International, Inc. in May 2016.

MARC OWEN (58)

Independent Non-Executive Director

Appointed Independent Non-Executive Director and Member of the Audit Committee on 1 October 2017. To be appointed Member of the Ethics & Compliance Committee on 1 March 2018.

Career and experience

Marc graduated from Oxford University with a BA and BCL in Law. In 1984 he was called to the Bar, following four years at Corpus Christi College Cambridge as a fellow and director of studies in law. He decided upon a corporate career and undertook an MBA at Stanford University. Marc commenced his healthcare and technology career at McKinsey & Company where he progressed to senior partner and eventually a founding partner of McKinsey's Business Technology Office. In September 2001, Marc joined McKesson Corporation and served as Executive Vice President and member of the Executive Committee. He delivered strategic objectives and led over 40 acquisitions and divestments over a 10 year period. In late 2011 he headed Mckesson Speciality Health, which operates over 130 cancer centres across the US and provides services including market intelligence, supply chain services, patient access to therapy, provider and patient engagement and clinical trial support. His final executive

ANGIE RISLEY (59)

Independent Non-Executive Director

Appointed Independent Non-Executive Director and Chairman Elect of the Remuneration Committee on 18 September 2017.

Career and experience

After graduating from Exeter University, and completing a 1 year personnel management programme, Angie joined the United Biscuits graduate scheme. After working in various different HR roles she joined Pizza Hut (UK) Ltd as Human Resources Director, a joint venture between PepsiCo and Whitbread plc. After five years she joined Whitbread, becoming Executive Director on the plc board responsible for HR and Corporate Social Responsibility in 2004. Between 2007–2013 she was the Group HR Director for Lloyds Banking Group, joining J Sainsbury plc as Group HR Director in January 2013. Over the years, Angie has been a member of the Low Pay Commission and has held a number of non-executive directorships with Biffa plc, Arriva plc and Serco Group plc. She was a member of the Remuneration Committees at Arriva plc and Biffa plc and Chairman of the Remuneration Committee at Serco Group plc. She is also a NED on the Sainsbury's Bank Board.

ROLAND DIGGELMANN (51)

Independent Non-Executive Director

To be appointed Non-Executive Director and Member of the Audit Committee on 1 March 2018.

Careers and experience

Roland studied Business Administration at the University of Berne. In 1995, he joined Sulzer AG as Manager Strategic Planning and progressed into further senior roles over the years until his appointment as Executive Vice President, Sales Europe and Asia Pacific from 2002 to 2004 for Sulzer Medica (later known as Centerpulse). Roland joined Zimmer Group in 2004, in the role of Managing Director of Zimmer Japan and then later in 2006 as Senior Vice President, EMEA until 2008. Roland joined Roche Diagnostics in 2008 as president of Asia Pacific before his current appointment as the Chief Executive Officer of the Diagnostics Division of F. Hoffmann-La Roche Ltd.

Skills and experience

role came in 2014 where he was appointed Chairman of the European Management Board at Celesio AG. He retired in March 2017 once he had improved operations, set the strategy and recruited his successor.

Skills and competencies

Marc is a proven leader with an astute, strategic vision, capable of building significant international healthcare businesses. He has strong commercial healthcare expertise which the Board values deeply following the pending retirement of Joseph Papa at the 2018 Annual General Meeting.

Nationality

British

Skills and competencies

Angie is a well-regarded FTSE 100 Human Resources Director, proven NED and Remuneration Committee Chairman. She has gained experience in a wide range of sectors, including a regulated environment. This diversity of experience is welcomed by the Board and the Remuneration Committee. Angie is also additional resource and sounding board for our own internal Human Resources function.

Nationality

British

Having spent his whole career in medical devices, with 12 years at Sulzer and Zimmer, Roland brings an in-depth knowledge of the medical device industry and healthcare environment which will be of great value to Smith & Nephew, in particular following the retirement of Joseph Papa from the Board at the Annual General Meeting on 12 April 2018.

Nationality

Swiss

SUSAN SWABEY (56)

Company Secretary

Appointed Company Secretary in May 2009.

Nationality

British

Skills and experience

Susan has over 30 years' experience as a Company Secretary in a wide range of companies including Prudential plc, Amersham plc and RMC Group plc. Her work has covered board support, corporate governance, corporate transactions, group risk management, share registration, listing obligations, corporate social responsibility, pensions, insurance and employee and executive share plans. Susan is a member of the CBI Companies Committee and is a frequent speaker on corporate governance and related matters. She is also Chairman of the Board of Trustees of ShareGift, the share donation charity and a member of the Financial Reporting Council Lab Steering Group.

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OUR LEADERSHIP

A STRONG TEAM

Olivier Bohuon is supported in the day-to-day management of the Group by a strong team of Executive Officers.

GRAHAM BAKER (49)

Chief Financial Officer

Joined the Board as Chief Financial Officer on 1 March 2017. Graham holds an MA degree in Economics from Cambridge University and qualified as a Chartered Accountant and Chartered Tax Adviser with Arthur Andersen. He is based in London, UK.

Skills and competencies

Graham has deep sector knowledge and has had extensive exposure to established and emerging markets which is extremely relevant to his role at Smith & Nephew. He has a strong track record of delivering operational excellence and has relevant experience across major finance roles and geographic markets, leading large teams responsible for significant budgets.

Nationality

British

GLENN WARNER (55)

President, US

Joined Smith & Nephew in June 2014 with responsibility for Advanced Wound Management's global franchise strategy, marketing and product development, as well as its US commercial business. With effect from 1 January 2016, Glenn became the President of Smith & Nephew's US business responsible for all the US commercial business. He is based in Fort Worth, US.

Skills and experience

Glenn has a broad-based background in pharmaceuticals and medical products including extensive international experience, having served most recently as AbbVie Vice President and Corporate Officer, Strategic Initiatives, where he was responsible for the development and execution of pipeline and asset management strategies. Prior to that he was President and Officer, Japan Commercial Operations in Abbott's international pharmaceutical business and Executive Vice President, TAP Pharmaceutical Products, Inc.

Nationality

American

RODRIGO BIANCHI (58)

President, International Markets

Joined Smith & Nephew in July 2013 with responsibility for Greater China, India, Russia, Asia, Middle East and Africa, focusing on continuing our strong momentum in these regions. With effect from 1 January 2016, Rodrigo also became responsible, for the Latin American, Australian, New Zealand and Japanese markets. His role was further expanded in May 2017, when he became responsible for oversight of the markets in Europe and Canada. He is based in Dubai, UAE.

Skills and experience

Rodrigo's experience in the healthcare industry includes 26 years with Johnson & Johnson in progressively senior roles. Most recently, he was Regional Vice President for the Medical Devices and Diagnostics division in the Mediterranean region and prior to that President of Mitek and Ethicon, Inc. He started his career at Procter & Gamble Italy.

Nationality

Italian

BRAD CANNON (50)

Chief Marketing Officer

Joined Smith & Nephew in 2012 and became President, Europe and Canada in March 2016. On 1 September 2017, he became Chief Marketing Officer. He is based in Andover, US.

Skills and experience

Brad was most recently President, Europe and Canada, where he successfully led the commercial business in those regions. Before that, he was President of Global Orthopaedic Franchises, leading Smith & Nephew's Reconstruction, Endoscopy, Trauma and Extremities businesses. Prior to Smith & Nephew, Brad worked in medtronic's Spine and Biologics division. From 2009, he was responsible for Medtronic's Spine International division and held positions heading US sales and global commercial operations. Brad is a graduate of Washington and Lee University, and the Wharton School of Business at the University of Pennsylvania.

Nationality

American

CATHY O’ROURKE
(45)

Chief Legal Officer

Joined Smith & Nephew in February 2013 as Assistant General Counsel – Litigation & Investigations and became Chief Legal Officer in May 2017. Cathy heads up the Global Legal function and is based in Andover, US.

Skills and experience

Prior to joining Smith & Nephew, Cathy spent 11 years of her career with Davis Polk & Wardwell LLP. Cathy earned her Juris Doctorate in Law from Harvard University.

Nationality

American

MATTHEW STOBER (50)

President, Global Operations

Joined Smith & Nephew in October 2015 with responsibility for global manufacturing, supply chain, distribution, quality assurance, regulatory affairs, direct procurement, and manufacturing IT optimisation. He is based in Andover, US.

Skills and experience

Matt has more than 25 years’ experience in healthcare manufacturing operations for global companies including Merck & Co., Inc. and GlaxoSmithKline plc. Most recently, he served as Senior Vice President, Corporate Officer and member of the Executive Committee at Hospira Pharmaceuticals. As a senior pharmaceutical operations executive with extensive technical and cross functional experience in start-up and complex challenging environments, Matt has led global and multi-company development projects, new product launches, critical quality-related turnarounds, network rationalisations and organisational transformations. He also has extensive experience working directly with external regulatory bodies, such as the US Food and Drug Administration.

Nationality

American

VASANT PADMANABHAN (51)

President of Research & Development

Joined Smith & Nephew in August 2016 and is responsible for Research and Innovation, New Product Development, Safety Affairs, Clinical Affairs, Medical Device/Pharmacovigilance and Clinical Operations. He is based in Andover, US.

Skills and experience

Vasant brings extensive experience in R&D and technology. Prior to Smith & Nephew, Vasant was Senior Vice President of Technical Operations at Thoratec Corporation, a leader in mechanical circulatory support solutions for the treatment of heart failure. In this role, he provided leadership to a 600 member team, with responsibility for global R&D, Program Management, Operations and Quality. Prior to Thoratec, Vasant had an 18 year career at Medtronic, starting as a Staff Scientist and, progressing through more senior roles, ultimately becoming Vice President of Product Development for the Implantable Defibrillator Business. Vasant holds a Ph.D degree in Biomedical Engineering from Rutgers University, USA and an MBA degree from the Carlson School of Management, Minnesota.

Nationality

American

CYRILLE PETIT (47)

Chief Corporate Development Officer and President, Global Business Services

Joined Smith & Nephew in May 2012 and leads the Corporate Development function and from October 2015 the Global Business Services. He is based in London, UK.

Skills and experience

Cyrille spent the previous 15 years of his career with General Electric Company, where he held progressively senior positions beginning with GE Capital, GE Healthcare and ultimately as the General Manager, Global Business Development of the Transportation Division. Cyrille began his career in investment banking at BNP Paribas and then Goldman Sachs.

Nationality

French

ELGA LOHLER (50)

Chief Human Resources Officer

Joined Smith & Nephew in January 2002 and became Chief Human Resources Officer in December 2015. Elga leads the Global Human Resources, Internal Communication and Sustainability Functions. She is based in London, UK.

Skills and experience

Prior to being appointed as Chief Human Resources Officer, Elga held progressively senior positions in Human Resources at Smith & Nephew in Wound Management, Operations, Corporate Functions and Group. Elga has more than 25 years' Human Resources experience.

Nationality

American/South African

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OVERVIEW

COMMITTED TO THE HIGHEST STANDARDS
OF CORPORATE GOVERNANCE

We maintain these standards through a clear definition of our roles, continuing development and evaluation and accountability through the work of the Board Committees.

LEADERSHIP

The Board sets the tone at the top of the Company through:

- A clear definition of the roles of the individual members of the Board.
- A comprehensive corporate governance framework.
- Defined processes to ensure the independence of Directors and the management of conflicts of interest.

Read more about our Board's Leadership on pages 57– 60

ACCOUNTABILITY

The Board delegates some of its detailed work to the Board Committees:

EFFECTIVENESS

The Board carries out its duties through:

- Regular meetings focusing on the oversight of strategy, risk (including viability) and succession planning.
- An annual review into the effectiveness of the Board.
- A comprehensive programme of development activities throughout the year.

Read more about our Board's Effectiveness on pages 61–65

REMUNERATION

The Remuneration Committee ensures that there is a formal and transparent

– Each Committee meets regularly and reports back to the Board on its activities.

– The terms of reference of each Committee may be found on the Company’s website at www.smith-nephew.com.

– A report from the Chairman of each Committee is included in this Annual Report.

Read more about our Board’s Accountability on pages 66–78

process for determining and reporting on the pay of our Executive Directors:

– The Remuneration Policy was approved by shareholders at the 6 April 2017 Annual General Meeting.

– The Committee ensures that: performance measures are linked to our strategic priorities; there is alignment between executive and shareholder interests; and our arrangements are simple to understand.

Read more about our Board’s Remuneration on pages 79–105

The Board is committed to the highest standards of corporate governance and we comply with all the provisions of the UK Corporate Governance Code 2016 (the Code). The Company’s American Depositary Shares are listed on the New York Stock Exchange (NYSE) and we are therefore subject to the rules of the NYSE as well as to the US securities laws and the rules of the Securities Exchange Commission (SEC) applicable to foreign private issuers. We comply with the requirements of the NYSE and SEC and have no significant differences to report between the UK and US corporate governance standards. We shall explain in this Corporate Governance Statement and in the reports on the Audit Committee, the Nomination & Governance Committee, the Ethics & Compliance Committee and the Remuneration Committee, how we have applied the provisions and principles of the Financial Conduct Authority’s (FCA) Listing Rules, Disclosure & Transparency Rules (DTRs) and the Code throughout the year. The Code can be found at <https://www.frc.org.uk/getattachment/ca7e94c4-b9a9-49e2-a824-ad76a322873c/UK-Corporate-Governance-Code-April-2016>.

The Directors’ Report comprises pages 6, 16-17, 25-28, 33-39, 42-78, 107, 140-142, 158 and pages 171-193 of the Annual Report.

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COMPOSITION & ROLES

LEADERSHIP

COMPOSITION OF BOARD AS AT 31 DECEMBER 2017

We believe the Board's composition gives us the necessary balance of diversity, skills experience, independence and knowledge to ensure we continue to run the business effectively and deliver sustainable growth.

| Diversity | | Gender | | Years of service | | Ethnicity | |
|-----------------|---|----------|---|----------------------|---|-----------|----|
| A EXECUTIVE | 2 | A MALE | 9 | A LESS THAN ONE YEAR | 3 | A WHITE | 11 |
| B NON-EXECUTIVE | 9 | B FEMALE | 3 | B ONE TO THREE YEARS | 2 | B ASIAN | 1 |
| C CHAIRMAN | 1 | | | C THREE TO SIX YEARS | 4 | | |
| | | | | D SIX TO NINE YEARS | 2 | | |
| | | | | E OVER NINE YEARS | 1 | | |

The Nomination & Governance Committee uses the following matrix when considering succession planning and future Board composition to ensure a balanced Board:

| | | | | |
|---|---|---|--|---|
| CEO 5 members of the Board are either current or recent CEOs | Financial 5 members of the Board have recent and relevant financial experience | International 7 members of the Board have international experience | Healthcare/ Medical Devices 5 members of the Board have different levels of experience within the Healthcare industry. The Board's medical devices experience will be strengthened with the appointment of Roland Diggelmann | Emerging market 2 members of the Board have Emerging Market experience |
| UK Governance 8 members of the Board have considerable | Remuneration 5 members of the Board have | Gender 9 members of the Board are male | Ethnic 11 members of the Board are white and 1 is Asian | Other Various Board members bring |

| | | | |
|---|---|-----------------------------------|---|
| <p>experience of working in a UK listed environment and 6 members of the Board have experience of the US listed environment</p> | <p>Remuneration Committee experience within a UK listed context</p> | <p>and 3 are female ethnicity</p> | <p>experiences in a variety of fields including customer focus, investment markets, government affairs, digital and corporate social responsibility</p> |
|---|---|-----------------------------------|---|

CHANGES TO THE BOARD

During the year to 31 December 2017 and since the year end, there were the following changes to the Board:

- Julie Brown retired from the Board as Chief Financial Officer on 11 January 2017.
- Graham Baker joined the Board as Chief Financial Officer on 1 March 2017.
- Brian Larcombe retired from the Board on 6 April 2017.
- Robin Freestone was appointed Chairman of the Audit Committee, succeeding Ian Barlow on 1 March 2017.
- Ian Barlow was appointed Senior Independent Director, succeeding Brian Larcombe on 6 April 2017.
- Angie Risley was appointed Non-Executive Director and Member and Chairman Elect of the Remuneration Committee on 18 September 2017.
- Marc Owen was appointed Non-Executive Director and Member of the Audit Committee on 1 October 2017. He will become a Member of the Ethics & Compliance Committee on 1 March 2018.
- Roland Diggelmann will join the Board as an additional Non-Executive Director and Member of the Audit Committee with effect from 1 March 2018.

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RESPONSIBILITY & ACTIVITY

LEADERSHIP

ROLE OF DIRECTORS

Whilst we all share collective responsibility for the activities of the Board, some of our roles have been defined in greater detail. In particular, the roles of the Chairman and the Chief Executive Officer are clearly defined.

The roles of the Chairman, Non-Executive Directors, Senior Independent Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary are defined as follows:

Chairman

- Building a well-balanced Board.
- Chairing Board meetings and setting Board agendas.
- Ensuring effectiveness of the Board and enabling the annual review of effectiveness.
- Encouraging constructive challenge and facilitating effective communication between Board members.
- Promoting effective Board relationships.
- Ensuring appropriate induction and development programmes.
- Ensuring effective two-way communication and debate with shareholders and stakeholders.
- Promoting high standards of corporate governance.
- Maintaining appropriate balance between stakeholders.

Chief Executive Officer

- Developing and implementing Group strategy.
- Recommending the annual budget and five-year strategic and financial plan.
- Ensuring coherent leadership of the Group.
- Managing the Group’s risk profile and establishing effective internal controls.
- Regularly reviewing organisational structure, developing executive team and planning for succession.
- Ensuring the Chairman and Board are kept advised and updated regarding key matters.
- Maintaining relationships with shareholders and advising the Board accordingly.
- Setting the tone at the top with regard to compliance and sustainability matters.
- Day-to-day running of the business.

Chief Financial Officer

- Supporting the Chief Executive Officer in developing and implementing the Group strategy.
- Leading the global finance function, developing key finance talent and planning for succession.
- Ensuring effective financial reporting, processes and controls are in place.
- Recommending the annual budget and long-term strategic and financial plan.
- Maintaining relationships with shareholders.

Non-Executive Directors

- Providing effective challenge to management.
- Assisting in development and approval of strategy.
- Serving on the Board Committees.
- Providing advice to management.

Senior Independent Director

- Chairing meetings in the absence of the Chairman.
- Acting as a sounding board for the Chairman on Board-related matters.
- Acting as an intermediary for the other Directors where necessary.
- Available to shareholders and stakeholders on matters which cannot otherwise be resolved.
- Leading the annual evaluation into the Board's effectiveness.
- Leading the search for a new Chairman, if necessary.

Company Secretary

- Advising the Board on matters of corporate governance.
 - Supporting the Chairman and Non-Executive Directors.
 - Point of contact for investors on matters of corporate governance.
 - Ensuring good governance practices at Board level and throughout the Group.
-

CORPORATE GOVERNANCE FRAMEWORK

The Board is responsible to shareholders for approving the strategy of the Group, for overseeing the performance of the Group and evaluating and monitoring the management of risk.

Each member of the Board has access, collectively and individually, to the Company Secretary and is also entitled to obtain independent professional advice at the Company’s expense, should they decide it is necessary in order to fulfil their responsibilities as Directors.

The Board delegates certain matters, as follows, to Board Committees, consisting of members of the Board:

BOARD

| | | | | |
|--|---|---|--|--|
| Audit Committee | Remuneration Committee | Nomination & Governance Committee | Ethics & Compliance Committee | Ad hoc committees |
| Provides independent assessments of the financial affairs of the Company and reviews the financial statements and controls oversight of the risk | Determines remuneration policy and packages for the Executive Directors and Officers, having regard to the Group. | Reviews size and composition of the Board, succession planning, diversity and governance matters. | Reviews and monitors ethics and compliance, quality and regulatory matters across the Group. | Ad hoc committees may be established to review and approve specific matters or projects. |

management process and key risks, such as cyber security. Manages use of internal and external auditors.

Read more on page 79
 Read more on page 66
 Read more on page 69
 on page 71

The Board delegates the day-to day running of the business to Olivier Bohuon, Chief Executive Officer, who is assisted in his role by the Executive Committee comprising the Executive Officers who are shown on pages 54–55 and certain other senior executives. The governance framework below outlines the Executive Committee arrangements as follows:

EXECUTIVE COMMITTEE

Recommends and implements strategy, approves budget and three-year plan, ensures liaison between commercial and corporate functions, receives regular reports from sub-committees, reviews major investments, divestments and capital expenditure proposals and approves business development projects.

| Commercial Functions Committee | Portfolio Innovation Board | Regional leadership meetings | Functional leadership meetings |
|--|---|---|--|
| Recommends and implements strategy for corporate functions and internally executing new processes, systems and managing sales, marketing | Defines portfolio allocation principles, reviewing and challenging current shape of portfolio, identifying gaps and opportunities and | Regional management through committees to drive regional performance. | Functional leadership teams to drive functional performance. |

market efficiency in
access to corporate
and functions.
commercial
strategy
and
identifying
and
executing
new
processes,
systems
and
practices
to
improve
operational
efficiency
in
commercial
regions.

re-prioritising
segments and
geographies.

Financial Disclosures
Banking Committee
Committee
Approves release
Approves
banking communications
and to investors and
treasury stock
matters, exchanges,
guarantees,
Group
structure
changes
relating
to
mergers,
acquisitions
and
disposals.

Mergers &
Acquisitions
Council
Oversees
Corporate
Development
Strategy,
monitors status
of transactions
and approves
various stages
in merger,
acquisition and
disposal
process.

Group Risk
Committee
Reviews risk
registers and
risk
management
programme.

Group
Ethics &
Compliance
Committee
Reviews
compliance
matters and
country
business unit
or function
compliance
reports.

Diversity & Benefits
Inclusion Committee
Council
Oversees all
Implementation and
strategies
to relating to
promotions and
diversity employee benefit

Health,
Safety &
Environment
Committee
Oversees
health, safety
and
environmental

IT
Governance
Board

Oversees IT
and cyber
security.

and plans. matters.
inclusion.

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LEADERSHIP

INDEPENDENCE OF DIRECTORS

We require our Non-Executive Directors to remain independent from management so that they are able to exercise independent oversight and effectively challenge management. We therefore continually assess the independence of each of our Non-Executive Directors. The Executive Directors have determined that all our Non-Executive Directors are independent in accordance with both UK and US requirements. None of our Non-Executive Directors or their immediate families has ever had a material relationship with the Group. None of them receives additional remuneration apart from Directors' fees, nor do they participate in the Group's share plans or pension schemes. None of them serve as directors of any companies or affiliates in which any other Director is a director.

More importantly, each of our Non-Executive Directors are prepared to question and challenge management, to request more information and to ask the difficult questions. They insist on robust responses both within the Boardroom and, sometimes, between meetings. The Chief Executive Officer is open to challenge from the Non-Executive Directors and uses this positively to provide more detail and to reflect further on issues.

MANAGEMENT OF CONFLICTS OF INTEREST

None of our Directors or their connected persons, has any family relationship with any other Director or Officer, nor has a material interest in any contract to which the Company or any of its subsidiaries are, or were, a party during the year or up to 22 February 2018.

Each Director has a duty under the Companies Act 2006 to avoid a situation in which we have or may have a direct or indirect interest that conflicts or might conflict with the interests of the Company. This duty is in addition to the existing duty owed to the Company to disclose to the Board any interest in a transaction or arrangement under consideration by the Company.

If any Director becomes aware of any situation which might give rise to a conflict of interest, they must, and do, inform the rest of the Board immediately and the Board is then permitted under the Company's Articles of Association to authorise such conflict. This information is then recorded in the Company's Register of Conflicts, together with the date on which authorisation was given. In addition, each Director certifies on an annual basis that the information contained in the Register of Conflicts is correct.

When the Board decides whether or not to authorise a conflict, only the Directors who have no interest in the matter are permitted to participate in the discussion and a conflict is only authorised if the Board believes that it would not have an impact on the Board's ability to promote the success of the Company in the long term. Additionally, the Board may determine that certain limits or conditions must be imposed when giving authorisation. No actual conflicts have been identified, which have required approval by the Board. However, six situations have been identified which could potentially give rise to a conflict of interest and these have been duly authorised by the Board and are reviewed on an annual basis.

OUTSIDE DIRECTORSHIPS

We encourage our Executive Directors to serve as Non-Executive Directors of external companies. We believe that the work they do as Non-Executive Directors of other companies has benefits for their executive roles with the Company, giving them a fresh insight into the role of a Non-Executive Director. Olivier Bohuon is a Non-Executive Director of Shire plc and of Virbac Group. Olivier Bohuon discussed his external roles with the Chairman prior to accepting these appointments and the Chairman was satisfied that he had the capacity for the time commitment required.

RE-APPOINTMENT OF DIRECTORS

In accordance with the Code, all Directors offer themselves to shareholders for re-election annually, except those who are retiring immediately after the Annual General Meeting. Each Director may be removed at any time by the Board or the shareholders.

DIRECTOR INDEMNITY ARRANGEMENTS

Each Director is covered by appropriate directors' and officers' liability insurance and there are also Deeds of Indemnity in place between the Company and each Director. These Deeds of Indemnity mean that the Company indemnifies Directors in respect of any proceedings brought by third parties against them personally in their capacity as Directors of the Company. The Company would also fund ongoing costs in defending a legal action as they are incurred rather than after judgement has been given. In the event of an unsuccessful defence in an action against them, individual Directors would be liable to repay the Company for any damages and to repay defence costs to the extent funded by the Company.

LIAISON WITH SHAREHOLDERS

The Board meets with retail investors at the Annual General Meeting and responds to many letters and emails from shareholders throughout the year.

The Executive Directors also meet regularly with institutional investors to discuss the Company's business and financial performance both at the time of the announcement of results and at industry investor events. During 2017, the Executive Directors held meetings with institutional investors, including investors representing approximately 48% of the Company's share capital. Other topics discussed included strategy, market trends, reimbursement and regulatory changes, relevant macro-economic and political impacts on the business and the acquisition of Rotation Medical, Inc.

EFFECTIVENESS

During the early part of 2017, the Chairman, Roberto Quarta, held 17 meetings and telephone calls with investors holding approximately 22% of the Company's share capital. They discussed a range of topics including the performance of the Company during 2016, our strategic priorities, the structure of the Board, succession planning at Board and Executive level, diversity, the capital allocation framework and recent acquisitions.

Towards the end of 2017, Joseph Papa, the Chairman of the Remuneration Committee, took the opportunity of introducing Angie Risley, who will be succeeding him as Chairman of the Remuneration Committee on 12 April 2018, to eight of our key institutional shareholders holding around 15% of our share capital. They discussed the changes made to our remuneration policy, which were approved by shareholders at the 2017 Annual General Meeting and how the policy was being implemented. As well as giving shareholders the opportunity to meet Angie Risley, they also discussed the broad structure of remuneration arrangements proposed for the new Chief Executive Officer to be appointed following the retirement of Olivier Bohuon by the end of 2018. At the time of these meetings, there was no specific candidate identified as successor to Olivier Bohuon. They also discussed current trends and developments in executive remuneration.

Members of the Board are always happy to engage with investors, if they have matters they wish to raise with the non-executive team. Please contact the Company Secretary to arrange a suitable time to meet.

A short report on our major shareholders and any significant changes in their holdings since the previous meeting is reviewed at each Board meeting. The Chairman and Non-Executive Directors report back to the Board following their meetings with investors. Olivier Bohuon routinely reports on any concerns or issues that shareholders have raised with him in their meetings. Copies of the analyst reports on the Company and its peers are also circulated to Directors.

PURCHASE OF ORDINARY SHARES

In order to avoid shareholder dilution, shares allotted to employees through employee share schemes are bought back on a quarterly basis and subsequently cancelled as stated in Note 19.2 of the accounts on page 157.

RESPONSIBILITY OF THE BOARD

The work of the Board falls into the following key areas:

Strategy

- Approving the Group strategy including major changes to corporate and management structure.

- Approving acquisitions, mergers, disposals, capital transactions in excess of \$50 million.
- Setting priorities for capital investment across the Group.
- Approving annual budget, financial plan, five-year business plan.
- Approving major borrowings and finance and banking arrangements.
- Approving changes to the size and structure of the Board and the appointment and removal of Directors and the Company Secretary.
- Approving Group policies relating to sustainability, health and safety, Code of Conduct and Code of Share Dealing and other matters.
- Approving the appointment and removal of key professional advisers.

Performance

- Reviewing performance against strategy, budgets and financial and business plans.
 - Overseeing Group operations and maintaining a sound system of internal control.
 - Determining the dividend policy and dividend recommendations.
 - Approving the appointment and removal of the external auditor on the recommendation of the Audit Committee.
 - Approving significant changes to accounting policies or practices.
 - Overseeing succession planning at Board and Executive Officer level.
 - Approving the use of the Company's shares in relation to employee and executive share incentive plans on the recommendation of the Remuneration Committee.
-

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EFFECTIVENESS

Risk

- Overseeing the Group’s risk management programme.
- Regularly reviewing the risk register.
- Overseeing risk management processes (see pages 40 and 41 for further details).

Shareholder communications

- Approving preliminary announcement of annual results, the publication of the Annual Report, the half-yearly report, the quarterly Trading Reports, the release of price sensitive announcements and any listing particulars, circulars or prospectuses.
- Approving the Sustainability Report.
- Maintaining relationships and continued engagement with shareholders.

Providing advice

- Using experience gained within other companies and organisations to advise management both within and between Board meetings.

The Schedule of Matters Reserved to the Board describes the role and responsibilities of the Board more fully and can be found on our website at www.smith-nephew.com.

BOARD TIMETABLE 2017

FEBRUARY

Early February

Approval of Preliminary Announcement

- Reviewed the results for the full year 2016 and the preliminary announcement and approved the final dividend to be recommended to shareholders for approval.
- Reviewed and approved the annual risk management report.
- Received updates on the progress of certain acquisitions over the past five years.
- Reviewed the results of the review into the effectiveness of the Board in 2016 and agreed action points for 2017.
- Reviewed and accepted that fees paid to Non-Executive Directors should remain unchanged.

Late February (via voice conference)

Approval of Financial Statements

- Reviewed and approved the Annual Report and Accounts for 2016, having determined that they were fair, balanced and understandable.
- Reviewed and approved the Notice of Annual General Meeting and related documentation.
- Approved the Budget for 2017 and the Strategic Plan for 2017–2021.

APRIL

- Received a review of recent acquisitions.
- Received an update on global operations.
- Reviewed the work of the Government Affairs function.
- Approved the Sustainability Report.
- Prepared for the Annual General Meeting to be held later that day.

MAY

(via voice conference)

- Reviewed the results for the first quarter 2017 and approved the Q1 Trading Report announcement.

JUNE

(via voice conference)

- Approved the appointment of Angie Risley as Non-Executive Director.

JULY

(in Hull, UK)

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- Reviewed the results for the first half 2017 and approved the H1 announcement, having considered management’s judgement in a number of areas, and approved payment of the interim dividend.
- Received and considered a report analysing the progress in Research and Development.
- Received and discussed the annual review of Group Insurances.
- Discussed the strategy review agenda for September 2017.

SEPTEMBER

(in Tokyo, Japan)

Strategy Review

- Conducted review of corporate strategy for 2018 – 2022.
- Reviewed the implications, risks and opportunities of the Medical Devices regulations.
- Approved the renewal of the directors’ and officers’ liability Insurance.

NOVEMBER

Early November (in Dubai, UAE)

Approval of Q3 Trading Report

- Reviewed the results for the third quarter 2017 and approved the Q3 Trading Report announcement.
- Received a follow up from Executive Officers from the Strategy Review in Tokyo in September.
- Received an update from Rodrigo Bianchi on the APAC/EM (Asia Pacific and Emerging Markets) business.
- Discussed the annual executive talent review.

Late November

Approval of Budget

- Reviewed the Budget for 2018.
 - Received a review of the activities of Global Business Services.
 - Received updates from Glenn Warner on the US Business.
-

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In addition various matters were determined by written resolution, including accepting notice of the intention to retire of Olivier Bohuon as Chief Executive Officer and authorising the execution of certain agreements. Since the year end, we have also approved the Annual Report and Accounts for 2017 and have concluded that, taken as a whole, they are fair, balanced and understandable. We have approved the Notice of Annual General Meeting, recommended the final dividend to shareholders and have received and discussed the report on the effectiveness of the Board in 2017.

Each meeting was preceded by a meeting between the Chairman and the Non-Executive Directors without the Executive Directors and management in attendance. Unless otherwise stated, meetings are held in London, UK. At each meeting, we approved the minutes of the previous meetings, reviewed matters arising and received reports and updates from the Chief Executive Officer, the Chief Financial Officer, the Chief Corporate Development Officer, the Chief Legal Officer and the Company Secretary. We also received reports from the chairmen of the Board Committees on the activities of these Committees since the previous meeting.

BOARD AND COMMITTEE ATTENDANCE

| Director | Board Member since | Board meetings (9 meetings) | Audit Committee meetings (7 meetings) | Remuneration Committee meetings (7 meetings) | Nomination & Governance Committee meetings (8 meetings) | Ethics & Compliance Committee meetings (4 meetings) |
|-----------------------------|--------------------|--------------------------------|--|---|---|---|
| Roberto Quarta ¹ | December 2013 | 9/9 | – | 6/7 | 8/8 | – |
| Olivier Bohuon | April 2011 | 9/9 | – | – | – | – |
| Graham Baker ² | 1 March 2017 | 7/7 | – | – | – | – |
| Vinita Bali ³ | December 2014 | 7/9 | – | 6/7 | – | 4/4 |
| Ian Barlow | March 2010 | 9/9 | 7/7 | – | 6/6 | 4/4 |
| Virginia Bottomley | April 2012 | 9/9 | – | 7/7 | 8/8 | – |
| Erik Engstrom | January 2015 | 9/9 | 6/7 | – | – | – |
| Robin Freestone | September 2015 | 9/9 | 7/7 | 7/7 | – | – |
| | April 2013 | 9/9 | – | – | – | 4/4 |

| | | | | | | |
|---------------------------------------|-------------------|-----|-----|-----|-----|-----|
| Michael Friedman Joseph Papa | August 2008 | 9/9 | 7/7 | 7/7 | – | 4/4 |
| Marc Owen | 1 October 2017 | 2/2 | 2/2 | – | – | – |
| Angie Risley | 18 September 2017 | 3/3 | – | 3/3 | – | – |
| Brian Larcombe | March 2002 | 3/3 | 3/3 | 3/3 | 2/2 | – |

- 1 Roberto Quarta missed one Remuneration Committee meeting call convened on short notice. He had signified his approval of the matters being discussed to the Remuneration Committee Chairman prior to the meeting.
 - 2 Graham Baker was appointed on 1 March 2017 and attended all his scheduled meetings to 31 December 2017.
 - 3 Vinita Bali missed one Board call and one Remuneration Committee meeting on the same day, due to a prior commitment and one Board call convened on short notice. In each case, she had signified her approval of the matters being discussed to the Chairman prior to the meeting.
 - 4 Erik Engstrom missed one Audit Committee meeting in Hull, which clashed with a RELX Board meeting, for which he is the Chief Executive Officer.
 - 5 Marc Owen was appointed on 1 October 2017 and attended all his scheduled meetings to 31 December 2017.
 - 6 Angie Risley was appointed on 18 September 2017 and attended all her scheduled meetings to 31 December 2017.
 - 7 Brian Larcombe retired from the Board at the Annual General Meeting on 6 April 2017.
-

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EFFECTIVENESS

BOARD EFFECTIVENESS REVIEW

The Board Effectiveness Review in 2017 was internally facilitated by Ian Barlow, Senior Independent Director assisted by the Company Secretary. The 2017 review comprised a questionnaire completed by each member of the Board. This questionnaire focused on the progress made addressing the issues raised in previous Board Evaluations as well as looking into how the Board had handled particular topics throughout the year. Ian Barlow then conducted individual interviews with each Board member. He also chaired a meeting of the Non-Executive Directors specifically to discuss the performance of the Chairman.

In January 2018, he prepared a report, detailing his findings, which he shared with the Chairman. The report was then discussed by the full Board in February 2018.

In discussion, we concluded that the Board worked well with a good breadth of skills, backgrounds and experience, which has been enhanced with the appointments during the past year. The culture was open and collaborative; the cadence of board meetings and the administrative support was broadly welcomed and we covered most of the right topics across the annual cycle. We did however identify some areas for further improvement as follows:

- Some changes could be made to the Board calendar to spread our work more efficiently and effectively throughout the year, with an even greater focus on people issues, R&D and commercial execution.
- We would like to spend more time on our site visits meeting the local teams, their staff, our customers and local hospitals to give us a deeper understanding of our markets, our customers and our competition and to assist in assessing bench strength further down the Company.
- Further improvements could be made to how we monitor performance against our strategic objectives, tracking development and implementation of strategy and lessons learned from our successes and shortfalls.

The areas for attention identified in the 2017 review had been addressed as follows:

Actions identified

Gaining a deeper understanding of why our competitors are enjoying superior growth rates

Action taken

During the year, as part of our site visits, the Board met with senior management in different territories and heard about the

compared with us so that we can help management identify, acquire and develop the resources they need to compete more effectively in our chosen markets.

Gaining a better understanding of the changing market dynamics in our chosen markets, focusing on identifying the different categories of customer and the pricing and reimbursement drivers which are in play, so that we can support and challenge management more effectively when they seek approval for projects to address these changing conditions.

Playing a more active role in supporting management develop robust succession plans for senior executive positions.

Encouraging management to develop metrics and dashboards on a wider range of issues beyond financial metrics, particularly in the areas of Human Resources and R&D and ensuring that we regularly monitor progress against these metrics.

The last externally facilitated Board Effectiveness Review was carried out in 2015 by Belinda Hudson of Independent Audit.

The 2018 review will also be facilitated externally.

commercial challenges faced in different markets. Part of the September Strategy Review included a focus on the different categories of customers and the pricing and reimbursement drivers which affect different business in different parts of the world.

We positively encourage our Non-Executive Directors to spend time with our sales representatives in order to experience the challenges they face first-hand.

The Board reviews detailed succession plans on an annual basis. The Board also meets with potential successors to members of the management team during site visits and as part of Board presentations. During the year, Non-Executive Directors have assisted in the interview process for some senior management positions and have acted as a sounding board for the executive team, when considering succession plans in key areas.

Dashboards have been developed throughout the year, which are reviewed at each Board meeting. These dashboards track progress against defined metrics with both a long-term and a short-term focus aligned to our Strategic Priorities, covering a wide range of business areas, including R&D, HR, the commercial and operating organisations, M&A and legal and compliance.

BOARD DEVELOPMENT PROGRAMME

Our Board Development Programme is directed to the specific needs and interests of our Directors. We focus the development sessions on facilitating a greater awareness and understanding of our business rather than formal training in what it is to be a Director. We value our visits to the different Smith & Nephew sites around the world, where we meet with the local managers of our businesses and see the daily operations in action. Meeting our local managers helps us to understand the challenges they face and their plans to meet those challenges. We also take these opportunities to look at our products and in particular the new products being developed by our R&D teams. This direct contact with the business in the locations in which we operate around the world helps us to make investment and strategic decisions. Meeting our local managers also helps us when making succession planning decisions below Board level.

All Non-Executive Directors are encouraged to visit our overseas businesses, if they happen to be travelling for other purposes. Our local management teams enjoy welcoming Non-Executive Directors to their business and it emphasises the interest the Board takes in all our operations. The Chairman regularly reviews the development needs of individual Directors and the Board as a whole.

The following development sessions covering both the Smith & Nephew business and wider market issues were held during the year:

July

- Visit to the Company's site in Hull to take part in activities celebrating our 160th anniversary on the site. The Board toured the manufacturing and research facility and received presentations from members of the workforce involved in community focused activities as part of the Hull City of Culture 2017.
- Presentation from our Auditor, KPMG LLP (KPMG), on External Reporting trends, covering changing accounting standards and updates on financial reporting, the SEC and corporate governance changes relating to Audit Committees and Auditors.

September

- Presentations from the entire executive team as part of the Board's Strategy Review, covering the whole business and including a discussion on Risk.

– Visit to the Company’s offices in Tokyo and meetings with our senior leaders in Japan, with presentations on the business and challenges faced in Japan.

November

– Visit to the Company’s offices in Dubai, the head office for our Emerging Markets businesses. The Board received presentations on our businesses in Saudi Arabia, India and Chile and met with the local General Managers in these countries.

– Presentation on the Emerging Markets business, including deep dives into Brazil, China and our Mid-Tier portfolio of products.

– Presentation on the US business discussing the opportunities and challenges faced by our different franchises across the US.

December

– Opportunities for our UK based Non-Executive Directors to go on the road with some of our London based sales representatives and for Vinita Bali to meet with representatives in Bangalore.

During the course of the year, we also received updates at the Board and Committee meetings on external corporate governance changes likely to impact the Company in the future.

INDUCTION PROGRAMME FOR NEW DIRECTORS

During 2017, Graham Baker, Angie Risley and Marc Owen joined the Board and each received tailored induction programmes relevant to their skills and experiences and their roles on the Board. These induction programmes, which are ongoing include:

– One-to-one meetings with senior executives to understand the roles played by our senior employees and specifically how we do things at Smith & Nephew;

– Visits to our sites local to the Director to get a feel of how our research and manufacturing operations are run;

– Opportunities to accompany our sales representatives on the road to better understand the daily challenges they face; and

– Meetings with our external advisers for example Freshfields, our Corporate lawyers, KPMG, our Auditor and Willis Towers Watson, our Remuneration Committee adviser to explain the legal and regulatory background to their role on our Board and how these issues are approached at Smith & Nephew.

By order of the Board, on 22 February 2018

Roberto Quarta

Chairman

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NOMINATION & GOVERNANCE COMMITTEE REPORT

ACCOUNTABILITY

NOMINATION & GOVERNANCE COMMITTEE

Membership

| | Member since | Meetings attended |
|-----------------------------|--------------|-------------------|
| Roberto Quarta (Chairman) | April 2014 | 8/8 |
| Virginia Bottomley | April 2014 | 8/8 |
| Ian Barlow ¹ | April 2017 | 6/6 |
| Brian Larcombe ¹ | April 2011 | 2/2 |

¹ Ian Barlow joined the Committee following the Annual General Meeting on 6 April 2017 on his appointment as Senior Independent Director. Ian replaced Brian Larcombe, who retired from the Board and the Nomination & Governance Committee following the Annual General Meeting on 6 April 2017.

2018 focus

- Appointment of new Chief Executive Officer to succeed Olivier Bohuon.
- Consider how best to ensure that the Board has considered different stakeholders in accordance with the proposals from the Government and the Financial Reporting Council.

DEAR SHAREHOLDER,

I am pleased to present the 2017 report of the Nomination & Governance Committee.

ROLE OF THE NOMINATION & GOVERNANCE COMMITTEE

Our work falls into the following two areas:

Board Composition

- Reviewing the size and composition of the Board.
- Overseeing Board succession plans.
- Recommending the appointment of Directors.
- Monitoring Board diversity.

Corporate Governance

- Overseeing governance aspects of the Board and its Committees.
- Overseeing the review into the effectiveness of the Board.
- Considering and updating the Schedule of Matters Reserved to the Board and the terms of reference of the Board Committees.
- Monitoring external corporate governance activities and keeping the Board updated.
- Overseeing the Board Development Programme and the induction process for new Directors.
- Identifying and monitoring any conflict of interests of the Board.

The terms of reference of the Nomination & Governance Committee describe our role and responsibilities more fully and can be found on our website: www.smith-nephew.com

ACTIVITIES OF THE NOMINATION & GOVERNANCE COMMITTEE IN 2017 AND SINCE THE YEAR END

In 2017, we held five physical meetings and three via teleconference. Each meeting was attended by all members of the Committee. The Company Secretary, Chief Executive Officer and Chief Human Resources Officer also attended all or some of the meetings by invitation and other Non-Executive Directors were invited to join the meetings to discuss the search for a new Chief Executive Officer. In between each meeting, various discussions were held between members of the Nomination & Governance Committee and the external search agent.

Our programme of work in 2017 was as follows:

Early February

Activities related to the year end

- Considered and approved the re-appointment of Directors who had completed three or six years' service and the annual appointment of Directors serving in excess of nine years.
- Recommended the appointment of Ian Barlow as Senior Independent Director to the Board following the retirement of Brian Larcombe and the appointment of Robin Freestone to replace Ian Barlow as Chairman of the Audit Committee.
- Reviewed and approved the Schedule of Matters Reserved to the Board and the terms of reference of the Board Committees.
- Discussed the search for two additional Non-Executive Directors.

April

Activities related to the appointment of Non-Executive Directors

- Considered candidates for the roles of Chairman Elect of the Remuneration Committee and a Non-Executive Director with Healthcare/Medical Devices experience.

August

Appointment of new Non-Executive Director

- Recommended to the Board that Marc Owen be appointed an additional Non-Executive Director.

Early September (by teleconference)

Update on search for additional Non-Executive Director

- Received an update on potential Non-Executive Director candidates with Medical Devices experience.

November (2 meetings)

Update on search for new Chief Executive Officer

- Received an update on the search for a new Chief Executive Officer.

December (2 meetings by teleconference)

Update on search for new Chief Executive Officer

- Discussed potential candidates for the role of Chief Executive Officer.

Further matters were resolved by written resolution including noting the retirement of Olivier Bohuon as Chief Executive Officer.

Since the year end, we have also discussed the future structure of the Board and completed our year end governance processes. We've also appointed Roland Diggelmann to the Board as an additional Non-Executive Director, who also

has strong Medical Devices experience.

The key areas of focus for us in 2017 were:

NON-EXECUTIVE DIRECTORS

Brian Larcombe retired as Senior Independent Director at the 2017 Annual General Meeting and Ian Barlow was appointed in his place. Ian Barlow has served on our Board as Chairman of the Audit Committee since 2010. He knows the Company well and has a sound understanding of the governance and regulatory requirements of the Board. He has also met some of our shareholders in his previous role as Chairman of the Audit Committee.

Robin Freestone took over the role of Chairman of the Audit Committee from Ian Barlow with effect from 1 March 2017. Robin had served as a Non-Executive Director of the Board and member of the Audit Committee and the Remuneration Committee for a period of 18 months. Prior to his appointment to the Board, he was a well-regarded FTSE 100 Chief Financial Officer who has brought relevant expertise and insight to the Audit Committee. His appointment as Chairman of the Audit Committee was designed to coincide with the appointment of Graham Baker to enable the Chief Financial Officer and Chairman of the Audit Committee to build a constructive working relationship together.

As we announced in the 2016 Annual Report, Joseph Papa will be retiring from the Board at the 2018 Annual General Meeting after more than nine years' service, seven of which as Chairman of the Remuneration Committee.

In the light of the departure of Brian Larcombe and Joseph Papa, the Nomination & Governance Committee analysed the skills and experiences required by the Board going forward to provide the necessary support and challenge to the executive team to execute against our Strategic Priorities. We used a matrix (see page 57) to compare these required skills and experiences against those already held by members of the Board and determined that we need to focus on:

- Increasing the diversity at Board level.
- Finding a replacement for Joseph Papa as Chairman of the Remuneration Committee.
- Replacing the investment knowledge and experience of Brian Larcombe.
- Reinforcing the Board with specific healthcare and Medical Devices experience.

During the year, we were advised by Zygos, who prepared a longlist of candidates for us and then worked with us to select a shortlist of candidates, who were interviewed by me and a number of other Non-Executive Directors. As a result of this process, we recommended to the Board that Angie Risley be appointed Non-Executive Director and Chairman Elect of the Remuneration Committee on 18 September 2017 and Marc Owen be appointed Non-Executive Director and member of the Audit Committee on 1 October 2017.

Angie Risley is a well-regarded FTSE 100 Human Resources Director and proven Non-Executive Director and Remuneration Committee Chairman with experience across a wide range of sectors, including a regulated environment. She will bring to the Board valuable experience of leading a Remuneration Committee as well as providing additional resource and sounding for our Human Resources function.

Marc Owen is a proven leader with an astute strategic vision, and experience of building significant international healthcare businesses. He has strong commercial healthcare expertise and general business experience, which will be of great value to the Company.

The appointment of Roland Diggelmann on 1 March 2018 will bring additional Medical Devices experience to our Board.

CHIEF EXECUTIVE OFFICER

In September 2017, Olivier Bohuon announced his intention to retire by the end of 2018. He chose to give us notice of this in order to give us time to find his successor. The Nomination & Governance Committee initiated a search in September 2017 advised by both Zygos and Russell Reynolds. Zygos does no other work for the Company other than advising on recruitment of Board members. Russell Reynolds also advises the Company on executive recruitment and appointments. This process is ongoing.

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ACCOUNTABILITY

DIVERSITY

We aim to have a Board which represents a wide range of backgrounds, skills and experiences. We also value a diversity of outlook, approach and style in our Board members. We believe that a balanced Board is better equipped to consider matters from a broader perspective, understanding the views of our stakeholders as well as our shareholders and therefore come to decisions that have considered a wider range of issues and perspectives than would be the case in a more homogenous Board. Diversity is not simply a matter of gender, ethnicity or other easily measurable characteristics. Diversity of outlook and approach is harder to measure than gender or ethnicity but is equally important. A Board needs a range of skills from technical adherence to governance or regulatory matters to understand the business in which we operate. It needs some members with a long corporate memory and others who bring new insights from other fields.

There needs to be both support and challenge on the Board as well as a balance of gender and commercial and international experience. When selecting new members for the Board, we take these considerations into account, as well as professional background. A new Board member needs to fit in with their fellow Board members, but also needs to provide a new way of looking at things.

In 2012, we stated that our expectation would be that by 2015, 25% of our Board would be female and at the beginning and the end of 2017, we met this expectation, although the various Board changes during the year meant that this percentage fluctuated throughout the year. Looking forward, we shall work towards a Board with 33% female representation in-line with the Hampton-Alexander Review. We will also look to increase ethnic diversity on the Board following the Parker Review as appropriate. We will continue to appoint our Directors on merit, valuing the unique contribution that they will bring to the Board, regardless of gender, ethnicity or any other diversity measure.

In order to ensure that our Board remains diverse, we analyse the skills and experiences we require against the skills and experiences on our Board using the matrix on page 57. We review this matrix regularly to ensure that it is refreshed to meet the changing needs of the Company.

GOVERNANCE

During the year, the Nomination & Governance Committee also addressed a number of governance matters. We received updates from the Company Secretary on new developments in corporate governance and reporting in the UK

(and Europe). We reviewed the independence of our Non-Executive Directors, considered potential conflicts of interest and the diversity of the Board and made recommendations concerning these matters to the Board.

We have reviewed the proposals in the Government's Green Paper on corporate governance particularly in relation to enhancing the stakeholder voice. As a Board, we have identified our key stakeholders and during the course of 2018, we will be considering the best ways of ensuring that the voices of these different stakeholders are heard within the Boardroom.

SMITH & NEPHEW'S BROAD STAKEHOLDERS

EMPLOYEES CUSTOMERS GOVERNMENTS INVESTORS

PAST PATIENTS REIMBURSEMENT PAST

PRESENT SUPPLIERS INSURERS PRESENT

FUTURE SURGEONS/
NURSES COMMUNITIES FUTURE

PROCUREMENT PUBLIC

NGOS

Roberto Quarta

Chairman of the Nomination & Governance Committee

ETHICS & COMPLIANCE COMMITTEE

Membership

| | Member since | Meetings attended |
|-----------------------------|--------------|-------------------|
| Michael Friedman (Chairman) | August 2014 | 4/4 |
| Vinita Bali | April 2015 | 4/4 |
| Ian Barlow | October 2014 | 4/4 |
| Joseph Papa ¹ | April 2008 | 4/4 |

1 Joseph Papa will be retiring from the Board and the Committee at the Annual General Meeting to be held on 12 April 2018.

2 Marc Owen will join the Committee on 1 March 2018.

2018 focus

- Continue to monitor the impact of the EU General Data Protection Regulation (GDPR) and the EU Regulations for Medical Devices (MDR).
- Conduct select reviews of the compliance programme in key markets.
- Continue to monitor progress against key compliance and quality metrics.

DEAR SHAREHOLDER,

I am pleased to present the 2017 report of the Ethics & Compliance Committee.

ROLE OF THE ETHICS & COMPLIANCE COMMITTEE

Our work falls into the following two general areas:

Ethics & Compliance

- Overseeing ethics and compliance programmes, strategies and plans.

- Monitoring ethics and compliance process improvements and enhancements.
- Reviewing compliance performance based on monitoring, auditing and internal and external investigations data.
- Reviewing allegations of significant potential compliance issues.
- Receiving reports from the Group’s Ethics & Compliance Committee meetings and from the Chief Compliance Officer and the Chief Legal Officer.

Quality Assurance and Regulatory Affairs (QARA)

- Overseeing the processes by which regulatory and quality risks relating to the Company and its operations are identified and managed.
- Receiving and considering regular functional reports and presentations from the President of Global Operations, SVP of Quality Assurance and other Officers.

The terms of reference of the Ethics & Compliance Committee describe our role and responsibilities more fully and can be found on our website: www.smith-nephew.com

ACTIVITIES OF THE ETHICS & COMPLIANCE COMMITTEE IN 2017 AND SINCE THE YEAR END

In 2017, we held four physical meetings. Each meeting was attended by all members of the Committee. The Company Secretary, the Chief Legal Officer, the Chief Compliance Officer, the SVP of Quality, and the President of Global Operations also attended all or part of the meetings by invitation.

Our programme of work in 2017 included the following:

February

- Reviewed various quality metrics including the level of complaints, the number and nature of field actions and the results of US Food and Drug Administration (FDA) inspections.
- Noted the progress made on the Global Compliance Programme Plan for 2016 and noted the plan of action for 2017.

April

- Reviewed various quality metrics and approved the Global Quality Plan for 2017, noting the additional work to be done in implementing the EU Medical Devices Regulation (MDR).
 - Reviewed the actions taken to mitigate risk in new business ventures.
-

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ETHICS & COMPLIANCE COMMITTEE REPORT

ACCOUNTABILITY

July (in Hull, UK)

- Reviewed various quality metrics including the results of inspections by the FDA and Notified Bodies, progress on handling complaints and in preparing for the MDR.
- Reviewed the progress being made to address findings identified by the Internal Audit function.
- Received an update regarding the Company's readiness for the new EU General Data Protection Regulation (GDPR).

November (in Dubai, UAE)

- Reviewed various quality metrics including the results of inspections by the FDA and Notified Bodies, progress on handling complaints and preparations for the implementation of the MDR.
- Reviewed the progress against the 2017 Compliance Plan of Action and the follow up actions to findings identified in compliance audits.

At each meeting we noted and considered the activities of compliance and enforcement agencies and investigation of possible improprieties. At every meeting a report on the Quality Assurance Regulatory Assurance (QARA) function was provided along with updates of product complaint trends regularly discussed in 2017. We also reviewed a report on the activities of the Group's Ethics & Compliance Committee and reviewed the progress of the Global Compliance Programme.

OVERSIGHT OF QUALITY & REGULATORY

Product safety is at the heart of our business. Regulatory authorities across the world enforce a complex series of laws and regulations that govern the design, development, approval, manufacture, labelling, marketing and sale of healthcare products. During the year, we oversaw the quality and regulatory activities of our business. At each meeting, we received a report on quality and regulatory matters from the SVP Quality and the President of Global Operations.

We reviewed the results of inspections carried out by the FDA and other regulators and monitored the progress of improvements following some of these inspections, using a dashboard, which highlighted progress being made. We also monitored the work being undertaken to help our manufacturing sites to prepare for future inspections.

We requested an in-depth report from management into our complaint handling process. This report explained our approach to complaint handling including, how we categorised different complaints, how we trained our staff to recognise and escalate complaints received by the business appropriately, and our planned and ongoing process enhancements.

We reviewed the results of quality audits undertaken during the year, approved follow up actions and monitored progress made to address these actions.

OVERSIGHT OF ETHICS & COMPLIANCE

'Doing the right thing' is part of our licence to operate. Business practices in the healthcare industry are subject to increasing scrutiny by government authorities in many countries. During the year, we oversaw the ethics and compliance activities of our business. At each meeting we received a report on ethics and compliance matters from the Chief Compliance Officer and a legal update on these matters from the Chief Legal Officer.

We regularly review our compliance programme as it relates to healthcare professionals and third party sellers (such as distributors and sales agents), particularly in higher risk markets. For healthcare professionals, this includes policies, training and certification, as well as pre-approval of consulting services and grants and fellowships. For third parties, our programme includes due diligence, contracts with compliance terms, compliance training and certification, and site assessments to check compliance controls and monitoring visits to review books and records.

We ensure that comprehensive due diligence is carried out prior to an acquisition and we ensure that following acquisitions new businesses are integrated rapidly into the Smith & Nephew compliance programme. During the year, we received a report from management on the ethics and compliance lessons learned from our mergers and acquisitions process over the last five years.

We oversee the employee compliance training programme, ensuring that all new employees are trained on our Code of Conduct, which sets out our basic legal and ethical principles for conducting business. We are updated on significant calls made to our whistle-blower line, which enables employees and members of the public to contact us anonymously through an independent provider (where allowed by local law) and are updated on allegations of potentially significant improprieties and the Company's response.

Michael Friedman

Chairman of the Ethics & Compliance Committee

AUDIT COMMITTEE

Membership

| | Member since | Meetings attended |
|---|----------------|-------------------|
| Robin Freestone (Chairman) ^{1,2} | September 2015 | 7/7 |
| Ian Barlow ^{1,2} | May 2010 | 7/7 |
| Erik Engstrom ³ | January 2015 | 6/7 |
| Brian Larcombe ⁴ | January 2003 | 3/3 |
| Marc Owen ⁵ | October 2017 | 2/2 |
| Joseph Papa ⁶ | February 2011 | 7/7 |

1 Robin Freestone was appointed Chairman of the Audit Committee on 1 March 2017, succeeding Ian Barlow, who remained as a member of the Committee and became the Senior Independent Director with effect from 6 April 2017.

2 Designated financial experts under the SEC Regulations or recent and relevant financial experience under the UK Corporate Governance Code.

3 Erik Engstrom missed one Audit Committee meeting in Hull, which clashed with a RELX board meeting for which he is the Chief Executive Officer.

4 Brian Larcombe retired from the Board and Audit Committee at the Annual General Meeting on 6 April 2017.

5 Marc Owen was appointed to the Board and the Audit Committee with effect from 1 October 2017.

6 Joseph Papa will retire from the Board and the Audit Committee at the Annual General Meeting to be held on 12 April 2018.

7 Roland Diggelmann will join the Audit Committee on 1 March 2018.

2018 focus

– To provide assurance over the next phase of the Group's NAPO system (our SAP Enterprise Resource Planning (ERP) implementation in North America).

- To extend the breadth of the assurance activities to include other risk areas such as product risk linking into the Group's top risk items.
- Monitoring the progress made on cyber security, one of our principal risks identified in 2017.
- To provide assurance over the Accelerating Performance and Execution (APEX) programme, which will streamline manufacturing, warehouse and distribution, use systems to provide general administration more efficiently and increase sales force effectiveness whilst maintaining customer focus.

DEAR SHAREHOLDER,

I'm pleased to write to you for the first time as your new Chairman of the Audit Committee. I must take this opportunity to thank Ian Barlow for his excellent chairmanship over the past seven years and wish him well in his new role as Senior Independent Director, whilst retaining his invaluable experience and expertise as he remains a member of the Audit Committee. I'd also like to thank Brian Larcombe, who stepped down on 6 April 2017, for his many years of wise counsel on this Committee.

Your Audit Committee has had another busy year, meeting seven times. Of course, the usual matters we expect to cover every year were dealt with, but as with all years there were other matters as well. Indeed there have been a number of personnel changes directly or indirectly affecting the Committee this year which I should reference:

We welcomed Graham Baker as our new Chief Financial Officer, with effect from 1 March 2017. Graham's profile can be read in the section about Directors on page 50 and he is an excellent appointment to the Board, including strong executive oversight of the Company's controls framework.

Marc Owen has also joined the Audit Committee. His background in healthcare, based in the US and European markets, provides the experience which will be missed by the anticipated retirement of Joe Papa in 2018. I'd like to welcome Marc to the Committee and look forward to working with him.

We welcomed Steve Humphries, our new SVP Internal Audit. Steve comes from a rich industry background. He was previously Chief Internal Auditor for SABMiller plc, another manufacturing firm, and brings strong insight. He has previously held positions at Wolseley plc, Avery Dennison Inc. and Nestlé UK Ltd.

Finally, we welcomed our new Chief Information Officer, Chris Bayley, who has a strong background in cyber security from TUI plc. The work he has commenced has given the Committee the opportunity to review and challenge the IT architecture in the Company and its future-proofing to the ever present threat of cyber attack.

Moving onto our auditor, KPMG. They have completed their third year's audit and continue to provide robust challenge and suggest areas of improvement within our internal control framework. We have negotiated fees that will continue to be reviewed for good market practice. KPMG and the SVP Internal Audit's team continued to highlight areas where improvements are required. Further detail of the work undertaken can be found in the report below.

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AUDIT COMMITTEE REPORT

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The main non-routine matters we dealt with during the year were:

- Monitoring the improvements made in our risk management; led by Susan Swabey, Company Secretary, who is responsible for our risk management assessment. Susan has worked closely with our Senior Director of Internal Audit to develop our processes for risk management, our approach to risk appetite and improving alignment between the Board's assessment of risk and the underlying risk registers generated by management. This work accelerated in 2017 with deep dives to examine risk through the lens of our products and also considering risks from a cross-functional perspective.
- Monitoring the Company's Minimum Acceptable Practices (MAPs) for internal controls. We have set a goal of 97% compliance with these practices (currently 95% as self-assessed by management) and expect this to be achieved during 2018.
- Updates from our SVP Treasury, Tax and Finance Operations Functions. The SVP Tax reported on US tax reform.
- Monitoring the Finance Transformation project, which is planned to deliver significant cost savings and improvements to internal control and update on the service provided by our outsourced finance facility.
- Monitoring the progress of the implementation of our NAPO system (our SAP ERP implementation in North America).
- Assessing new accounting standards IFRS 9, 15 and 16.
- Update from Smith & Nephew's Chief Information Officer including cyber risk, IT risk as a whole and incident management reporting.

Robin Freestone

Chairman of the Audit Committee

ROLE OF THE AUDIT COMMITTEE

Our work falls into the following six areas:

Financial reporting

- Reviewing significant financial reporting judgements and accounting policies and compliance with accounting standards.
- Ensuring the integrity of the financial statements and their compliance with UK and US statutory requirements.
- Ensuring the Annual Report and Accounts are fair, balanced and understandable and recommending their adoption by the Board.
- Monitoring announcements relating to the Group's financial performance.

Internal controls

- Monitoring the effectiveness of internal controls and compliance with the UK Corporate Governance Code 2016 and the Sarbanes-Oxley Act, specifically sections 302 and 404.
- Reviewing the operation of the Group's risk mitigation processes and the control environment over financial risks.

Risk management

- On behalf of the Board, reviewing and ensuring oversight of the processes by which risks are managed, through regular functional reports and presentations, and reporting any issues arising out of such reviews to the Board.
- Reviewing the process undertaken and deep-dive work required to complete the Viability Statement and recommending its adoption to the Board.
- Reviewing the impact of risk management and internal controls and working closely with the Ethics & Compliance Committee.

Fraud and whistle-blowing

- Receiving reports on the processes in place to prevent fraud and to enable whistle-blowing.
- If significant, receive and review reports of potential fraud or whistle-blowing incidents.

Internal audit

- Agreeing Internal Audit plans and reviewing reports of Internal Audit work.
- Monitoring the effectiveness of the Internal Audit function.
- Reviewing the control observations made by the Internal Auditor, the adequacy of management's response to recommendations and the status of any unremediated actions.

External audit

- Overseeing the Board’s relationship with the external auditor.
- Monitoring and reviewing the independence and performance of the external auditor and evaluating their effectiveness.
- Making recommendations to the Board for the appointment or re-appointment of the external auditor.
- Monitoring and approving the external auditor’s fees.

The terms of reference of the Audit Committee describe our role and responsibilities more fully and can be found on our website, www.smith-nephew.com, where further information can be found for permitted non-audit services.

ACTIVITIES OF THE AUDIT COMMITTEE IN 2017 AND SINCE THE YEAR END

In 2017, we held five physical meetings and two meetings via voice conference. All except one meeting were attended by all appointed members of the Audit Committee. The Chairman, the Chief Executive Officer, the Chief Financial Officer, the SVP Internal Audit, the external auditor, and key members of the finance function, the Company Secretary and Deputy Company Secretary also attended by invitation. We also met with the external auditor and the SVP Internal Audit without management present. Our programme of work in 2017 was as follows:

Early February

Approval of Preliminary Announcement

- Reviewed the results for the full year 2016 and the preliminary announcement and recommended them for adoption by the Board.
- Reviewed a draft of the 2016 Annual Report.
- Reviewed the effectiveness of financial controls and of the Risk Management process and identified areas for improvement in 2017.
- Received a progress report from the SVP Internal Audit and approved the Internal Audit Plan for 2017.
- Received the Quality Assurance Report and approved the Quality Assurance work programme for 2017.
- Received the Viability Statement and confirmed that the Company is a viable entity for the assessed forthcoming three-year period.
- Confirmed the independence of KPMG as external auditor.
- Held a private meeting with external auditor, KPMG.

Late February (via voice conference)

Approval of Financial Statements

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- Reviewed and approved the Annual Report and Accounts for 2016, having agreed that they were fair balanced and understandable, and recommended them for adoption by the Board.
- Considered the effectiveness and independence of the external auditor and concluded that their work had been effective and independent.

April

- Reviewed the control themes and observations of the external auditor and concluded that they had met expectations.
- Received a progress report from the SVP Internal Audit.
- Approved the Sustainability Report and its verification process.
- Received a corporate governance update for 2018 corporate reporting.
- Reviewed the annual report process and recommended improvements for 2017.
- Risk management update, including heat maps from the Company Secretary and Senior Director of Internal Audit.
- Held a private meeting with the external auditor, KPMG.

May (via voice conference)

Approval of Q1 Trading Report

- Reviewed the Q1 2017 Trading Report and approved the Q1 announcement.
- Approved the Company's policy and report on Conflict Minerals for submission to the NYSE.

July (in Hull, UK)

Approval of H1 Results

- Reviewed the results for the first half 2017 and approved the H1 announcement.
- KPMG reviewed and provided findings on H1 2017.
- Reviewed and approved the external auditor's Integrated Audit Plan for 2017.
- Received a progress report from the SVP Internal Audit.
- Received a report from the Group Treasurer, including an update on pension matters.
- Approved the definitions for trading/non-trading for annual reporting purposes.
- Received an update regarding the implementation of IFRS 9, 15 and 16.
- Held private meetings with external auditor, KPMG and the SVP Internal Audit.

Early November (in Dubai, UAE)

Approval of Q3 Trading Report

- Reviewed the Q3 2017 Trading Report and approved the Q3 announcement.
- Reviewed the progress reports from the external auditor on Q3 2017 and from Internal Audit on their work.
- Received an update on new reporting, regulatory and governance requirements.
- Received an update on Sarbanes-Oxley (SOx) and MAPs progress.
- Received a progress report from the SVP Internal Audit, focusing on fraud.
- Held a private meeting with the external auditor, KPMG.

Late November

Review of Functional Reports

- Received a report from the SVP Internal Audit focusing on the 2018 Internal Audit plan.
- Reviewed and approved the layout and design of the Annual Report 2017.
- Considered and approved critical accounting policies and judgements in advance of the 2017 year end.
- Received an update from KPMG on the external audit and preliminary SOx control findings.
- Received and discussed reports on Tax, Risk Management, Finance Transformation and Cyber Risk.
- Held private meetings with external auditor, KPMG and the SVP Internal Audit.

Since the year end, we have also reviewed the results for the full year 2017, the preliminary announcement, Annual Report and Accounts for 2017 and have concluded that taken as a whole, they are fair, balanced and understandable and have advised the full Board accordingly. In coming to this conclusion, we have considered the description of the Group's strategy and key risks, the key elements of the business model, which is set out on pages 8–9, risks and the key performance indicators and their link to the strategy.

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SIGNIFICANT MATTERS RELATED TO THE FINANCIAL STATEMENTS

We considered the following key areas of judgement in relation to the 2017 accounts and at each half-year and quarterly trading report, which we discussed in all cases with management and the external auditor:

Valuation of inventories

A feature of the Orthopaedic Reconstruction and Trauma & Extremities franchises (whose finished goods inventory makes up approximately 60% of the Group total finished goods inventory) is the high level of product inventory required, some of which is located at customer premises and is available for customers' immediate use. Complete sets of products, including large and small sizes, have to be made available in this way. These sizes are used less frequently than standard sizes and towards the end of the product life cycle are inevitably in excess of requirements. Adjustments to carrying value are therefore required to be made to orthopaedic inventory to anticipate this situation. These adjustments are calculated in accordance with a formula based on levels of inventory compared with historical usage. This formula is applied on an individual product line basis and is first applied when a product group has been on the market for two years. This method of calculation is considered appropriate based on experience, but it does involve management estimation of customer demand, effectiveness of inventory deployment, length of product lives, phase-out of old products and efficiency of manufacturing planning systems.

Our action

At each quarter end, we received reports from, and discussed with, management the level of provisioning and material areas at risk. The provisioning level was 19% at 31 December 2017 (20% as at 31 December 2016). We challenged the basis of the provisions and concluded that the proposed levels were appropriate and have been consistently estimated.

Liability provisioning

The recognition of provisions for legal disputes is subject to a significant degree of estimation. Provision is made for loss contingencies when it is considered probable that an adverse outcome will occur and the amount of the loss can

be reasonably estimated. In making its estimates, management takes into account the advice of internal and external legal counsel and uses third party actuarial modelling where appropriate. Provisions are reviewed regularly and amounts updated where necessary to reflect developments in the disputes. The ultimate liability may differ from the amount provided depending on the outcome of court proceedings and settlement negotiations or if investigations bring to light new facts.

Our action

As members of the Board, we receive regular updates from the Chief Legal Officer. These updates form the basis for the level of provisioning. The Group carries a provision relating to potential liabilities arising on its portfolio of modular metal-on-metal hip products of \$157 million as of 31 December 2017. We received detailed reports from management on this position, including the actuarial model used to estimate the provision, and challenged the key assumptions, including the number of claimants and projected value of each settlement. The legal judgements have decreased by \$35 million during the year, primarily due to settlements of a number of metal-on-metal matters that were provided for within the actuarially determined provision. There have been some smaller movements from cases having been resolved and some new matters arising. We have determined that the proposed levels of provisioning at year end of \$190 million included within 'provisions' in Note 17.1 in 2017 (\$225 million in 2016) were appropriate in the circumstances.

Impairment

In carrying out impairment reviews of acquisition intangible assets a number of significant assumptions have to be made when preparing cash flow projections. These include the future rate of market growth, discount rates, the market demand for the products acquired, the future profitability of acquired businesses or products, levels of reimbursement and success in obtaining regulatory approvals. If actual results should differ or changes in expectations arise, impairment charges may be required, which would adversely impact operating results.

Our action

We reviewed management's reports on the key assumptions with respect to acquisition intangible assets – particularly the forecast future cash flows and discount rates used to make these calculations. We noted the reduction in headroom relating to the coblation technology asset acquired with ArthroCare in 2014 and challenged the assumptions used for future revenue growth of products using this technology. We concluded that the carrying value of this asset is appropriately supported by the cash flow projections. We have also considered the disclosure surrounding these reviews, and concluded that the review and disclosure were appropriate.

Taxation

The Group operates in numerous tax jurisdictions around the world. Although it is Group policy to submit its tax returns to the relevant tax authorities as promptly as possible, at any given time the Group has unagreed years outstanding and is involved in disputes and tax audits. Significant issues may take several years to resolve. In estimating the probability and amount of any tax charge, management takes into account the views of internal and external advisers and updates the amount of provision whenever necessary. The ultimate tax liability may differ from the amount provided depending on interpretations of tax law, settlement negotiations or changes in legislation.

Our action

We annually review our processes and approve the principles for management of tax risks. We review quarterly reports from management evaluating existing risks and tax provisions, which has included a detailed impact assessment of US tax reforms in the year end report from management. Based on a thorough report from management of tax liabilities and our challenge of the basis of any tax provisions recorded, we concluded that the levels of provisions and disclosures were appropriate.

OTHER MATTERS RELATED TO THE FINANCIAL STATEMENTS

As well as the identified significant matters, other matters that the Audit Committee considered during 2017 were:

Business combinations

During 2017, we acquired Rotation Medical, Inc. We received a report from management setting out the significant assets and liabilities acquired, details of the provisional fair value adjustments applied, an analysis of the intangible assets acquired, the assumptions behind the valuation of these acquired intangible assets and the proposed useful economic life of the intangible asset acquired. During 2017, we also considered and concurred with management that there had been no changes to the provisional fair values recognised in the 2016 acquisition of Blue Belt Technologies, Inc.

Post Retirement Benefit Pensions

The Group has post retirement defined benefit pension schemes, which require estimation in setting the assumptions. We received a report from management setting out their proposed assumptions for the UK and US schemes and concurred with management that these assumptions were appropriate.

EXTERNAL AUDITOR

Independence of External Auditor

Following a competitive tender in 2014, KPMG was appointed external auditor of the Company in 2015. We are satisfied that KPMG are fully independent from the Company's management and free from conflicts of interest. Our Auditor Independence Policy, which ensures that this independence is maintained, is available on the Company's website.

We believe that the implementation of this policy helps ensure that auditor objectivity and independence is safeguarded. The policy also governs our approach when we require our external auditor to carry out non-audit services, and all such services are strictly governed by this policy.

The Auditor Independence Policy also governs the policy regarding audit partner rotation with the expectation that the audit partner will rotate at least every five years. Stephen Oxley has been in tenure for three years as our Audit Partner. The Audit Committee confirms it has complied with the provision of the Competition and Markets Authority Order.

Effectiveness of external auditor(s)

We conducted a review into the effectiveness of the external audit as part of the 2017 year end process, in line with previous years. We sought the views of key members of the finance management team, considered the feedback from this process and shared it with management.

During the year, we also considered the inspection reports from the Audit Oversight Boards in the UK and US and determined that we were satisfied with the audit quality provided by KPMG.

The Audit Committee regularly receives feedback from KPMG, including at each meeting where management present their summary of critical accounting estimates as at each quarter end.

Overall therefore, we concluded that KPMG had carried out their audit for 2017 effectively.

The Audit Committee continues to review not only the effectiveness of the external auditor, KPMG but also its market competitiveness.

Appointment of External Auditor at Annual General Meeting

Resolutions will be put to the Annual General Meeting to be held on 12 April 2018 proposing the re-appointment of KPMG as the Company's auditor and authorising the Board to determine its remuneration, on the recommendation of the Audit Committee in accordance with the Competition and Markets Authority (CMA) Order 2014.

Disclosure of Information to the Auditor

In accordance with Section 418 of the Companies Act 2006, the Directors serving at the time of approving the Directors' Report confirm that, to the best of their knowledge and belief, there is no relevant audit information of which the Auditor, KPMG, is unaware and the Directors also confirm that they have taken reasonable steps to be aware of any relevant audit information and, accordingly, to establish that the Auditor is aware of such information.

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Non-Audit Fees Paid to the Auditor

Non-audit fees are subject to approval in-line with the Auditor Independence Policy which is reviewed annually and forms part of the terms of reference of the Audit Committee.

The Audit Committee recognise the importance of the independence of the external auditor and ensures that the Auditor's independence should not be breached. The Audit Committee ensures that the Auditor does not receive a fee from the Company or its subsidiaries that would be deemed large enough to impact its independence or be deemed a contingent fee. The total fees for permitted non-audit services shall be no more than 70% of the average of the fees paid in the last three consecutive financial years for the statutory audits of the Company and its subsidiaries. In light of the Financial Reporting Council's revised Ethical Standards and SEC Regulations, we have revised our Auditor Independence Policy.

Any pre-approved aggregate, individual amounts up to \$25,000 may be authorised by the Senior Vice-President Tax and Senior Vice-President Group Finance respectively and amounts up to \$50,000 by the Chief Financial Officer. Any individual amount over \$50,000 must be pre-approved by the Chairman of the Audit Committee. If unforeseen additional permitted services are required, or any which exceed the amounts approved, again pre-approval by the Chairman of the Audit Committee is required.

The following reflects the non-audit fees incurred with KPMG in 2017, which were approved by the Chairman of the Audit Committee:

| | | 2017 \$ million | 2016 \$ million |
|----------------------------------|--|--------------------|--------------------|
| Tax fees and compliance services | Assistance with tax compliance in Singapore only. | 0.1 | 0.1 |
| Pension advice | Advice on the impact of changes to pension benefits for the UK defined benefit scheme. | – | 0.5 |

Tax compliance services conducted by KPMG in 2017 only took place in countries where it is required by law for the auditor to conduct these services.

The ratio of non-audit fees to audit fees for the year ended 31 December 2016 was 0.15. The ratio of non-audit fees to audit fees for the year ended 31 December 2017 is 0.02.

Full details are shown in Note 3.2 of the Notes to the Group accounts.

Audit Fees paid to the Auditor

Fees for professional services provided by KPMG, the Group's independent auditor in each of the last two fiscal years, in each of the following categories were:

| | 2017 | 2016 |
|--------------------|------------|------------|
| | \$ million | \$ million |
| Audit fees | 4.4 | 4.0 |
| Audit-related fees | – | – |
| Total | 4.4 | 4.0 |

INTERNAL AUDIT

The Internal Audit team, which reports functionally to the Audit Committee, carries out risk-based reviews across the Group. These reviews examine the management of risks and controls over financial, operational, IT and transformation programme activities. The audit team, led by the SVP Internal Audit, consists of appropriately qualified and experienced employees. Third parties may be engaged to support audit work as appropriate.

The SVP Internal Audit has direct access to, and has regular meetings with, the Audit Committee Chair and prepares formal reports for Audit Committee meetings on the activities and key findings of the function, together with the status of management's implementation of recommendations. The Audit Committee has unrestricted access to all internal audit reports, should it wish to review them.

During the year, the team completed over 40 audits and reviews across the Group. These included reviews of: the roll-out of SAP across the North America business; IT operations including cyber status; inventory, financial reporting and credit management processes across multiple markets; Treasury operations; Manufacturing operations in China and Costa Rica; Shared Services operations in China, India and Poland; ERM effectiveness; and readiness for complying with e-commerce with key customers (GS1 GDSN) and Global Data Protection Requirements (GDPR).

A periodic review of the Internal Audit function is undertaken, most recently in 2014, by an independent external consultant in accordance with the guidelines of the Institute of Internal Auditors. In addition a structured questionnaire was introduced this year, allowing Non-Executive and Executive and senior management, plus the external auditor, to comment on key aspects of the function's performance. The Audit Committee, which re-approved the function's charter in November 2017, has satisfied itself that adequate, objective internal audit standards and procedures exist within the Group and that the Internal Audit function is effective.

RISK MANAGEMENT PROGRAMME

Whilst the Board is responsible for ensuring oversight of strategic risks relating to the Company, determining an appropriate level of risk appetite, and monitoring risks through a range of Board and Board Committee processes, the Audit Committee is responsible for ensuring oversight of the processes by which operational risks, relating to the Company and its operations are managed and for reviewing financial risks and the operating effectiveness of the Group's Risk Management process.

During the year, we reviewed our Risk Management processes and progress was discussed at our meetings in February, April and November. We approved the Risk Management Programme for 2017 and monitored performance against that plan specifically reviewing the work undertaken by the risk champions across the Group, identifying the risks which could impact their areas of our business.

During May and June, a new risk management policy and manual was rolled out with one-to-one training provided to risk champions. From May 2017, this allowed risk reporting to commence in-line with the strategy of a bottom up approach. This was revisited again in November. The Enterprise Risk Management (ERM) approach commenced and included interviewing individual members of senior management and the Board throughout Q3 2017, to discuss principal risks and concerns they had. These interviews were also used to understand the individual Board members' risk tolerance.

Later in July, the ERM structure was aligned with that of the Internal Audit function to assess the mitigating actions in place for our key products.

In November, it was reported that deep dives had concluded for ALLEVYN, Total Knees, Compliance EUCAN (Europe and Canada) and PICO, with key themes noted by the Committee. The 2017 Annual Report disclosure was also discussed.

Since the year end, we have reviewed a report from the SVP Internal Audit into the effectiveness of the Risk Management Programme throughout the year. We considered the principal risks, the actions taken by management to review those risks and the Board risk appetite in respect of each risk.

We concluded that the Risk Management process during 2017 and up to the date of approval of this Annual Report was effective. Work will continue in 2018 and beyond to continue to enhance the process.

See pages 40–49 for further information on our Risk Management Process.

VIABILITY STATEMENT

We also reviewed management's work in conducting a robust assessment of those risks which would threaten our business model and the future performance or liquidity of the Company, including its resilience to the threats of viability posed by those risks in severe but plausible scenarios. This assessment included stress and sensitivity analyses of these risks to enable us to evaluate the impact of a severe but plausible combination of risks. We then considered whether additional financing would be required in such eventualities. Based on this analysis, we recommended to the Board that it could approve and make the Viability Statement on pages 48-49.

GOING CONCERN

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the 'Financial review and principal risks' section on pages 36–49. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described on pages 38-39.

In addition, the Notes to the Group accounts include the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk.

The Group has considerable financial resources and its customers and suppliers are diversified across different geographic areas. As a consequence, the Directors believe that the Group is well placed to manage its business risk successfully despite the ongoing uncertain economic outlook.

The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis for accounting in preparing the annual financial statements.

Management also believes that the Group has sufficient working capital for its present requirements.

EVALUATION OF INTERNAL CONTROLS

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) under the US Securities Exchange Act of 1934.

There is an established system of internal control throughout the Group and our country business units. The main elements of the internal control framework are:

- The management of each country is responsible for the establishment and review of effective financial controls within their business unit.
- The Group's IT organisation is responsible for the establishment of effective IT controls within the core financial systems and underlying IT infrastructure. The responsibility for the review of the effectiveness of such controls is split between the IT organisation and the Financial Controls & Compliance Group.
- The Group Finance Manual sets out financial and accounting policies. The Group's Minimum Acceptable Practices (MAPs) have been enhanced by simplifying and clarifying the requirements as well as broadening their scope. The business is required to self-assess their level of compliance with the MAPs twice a year and remediate any gaps. MAPs compliance is validated through spot checks conducted by the Financial Controls and Compliance function and during both Internal Audit and external audit visits.
- There are clearly defined lines of accountability and delegations of authority.
- During the year, there has been further progress in standardising and simplifying our core financial controls. In 2018, there will be a focus on standardising the controls globally, merging the core financial controls with the MAPs and evaluating technology solutions to operating and testing controls.
- The Internal Audit function executes a risk-based annual work plan, as approved by the Audit Committee.
- The Audit Committee reviews reports from Internal Audit on their findings on internal financial controls, including compliance with MAPs and from the SVP Group Finance and the heads of the Financial Controls and Compliance, Taxation and Treasury functions.
- The Audit Committee reviews regular reports from the Financial Controls and Compliance function with regard to compliance with the Sarbanes-Oxley Act including the scope and results of management's testing and progress regarding any remediation, as well as the aggregated results of MAPs self-assessments performed by the business.
- Business continuity planning, including preventative and contingency measures, back-up capabilities and the purchase of insurance.

- Risk management policies and procedures including segregation of duties, transaction authorisation, monitoring, financial and managerial review and comprehensive reporting and analysis against approved standards and budgets.
 - A treasury operating framework and Group treasury team, accountable for all treasury activities, which establishes policies and manages liquidity and financial risks, including foreign exchange, interest rate and counterparty exposures. Treasury policies, risk limits and monitoring procedures are reviewed regularly by the Audit Committee on behalf of the Board.
 - Our published Group tax strategy which details our approach to tax risk management and governance, tax compliance, tax planning, the level of tax risk we are prepared to accept and how we deal with tax authorities, which was reviewed by the Audit Committee on behalf of the Board.
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- The Audit Committee reviews the Group whistle-blower procedures.
- The Audit Committee received and reviewed a report on the progress of the Finance Transformation during 2017 and the mitigation of the associated risks.

This system of internal control has been designed to manage rather than eliminate material risks to the achievement of our strategic and business objectives and can provide only reasonable, and not absolute, assurance against material misstatement or loss. Because of inherent limitation, our internal controls over financial reporting may not prevent or detect all misstatements. In addition, our projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Entities where the Company does not hold a controlling interest have their own processes of internal controls similar to those of the Company.

We have reviewed the system of internal financial control and satisfied ourselves that we are meeting the required standards both for the year ended 31 December 2017 and up to the date of approval of this Annual Report. No concerns were raised with us in 2017 regarding possible improprieties in matters of financial reporting.

This process complies with the Financial Reporting Council's 'Guidance on Risk Management, Internal Control and Related Financial and Business Reporting' on the UK Corporate Governance Code and additionally contributes to our compliance with the obligations under the Sarbanes-Oxley Act and other internal assurance activities.

There has been no change during the period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, the Group's internal control over financial reporting.

The Board is responsible overall for reviewing and approving the adequacy and effectiveness of the risk management framework and the system of internal controls over financial, operational (including quality management and ethical compliance) processes operated by the Group. The Board has delegated responsibility for this review to the Audit Committee. The Audit Committee, through the Internal Audit function, reviews the adequacy and effectiveness of internal control procedures and identifies any weaknesses and ensures these are remediated within agreed timelines. The latest review covered the financial year to 31 December 2017 and included the period up to the approval of this Annual Report.

The main elements of this annual review are as follows:

- The Chief Executive Officer and the Chief Financial Officer evaluated the effectiveness of the design and operation of the Group's disclosure controls and procedures as at 31 December 2017. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded on 22 February 2018 that the disclosure controls and procedures were effective as at 31 December 2017.
- Management is responsible for establishing and maintaining adequate internal control over financial reporting. Management assessed the effectiveness of the Group's internal control over financial reporting as at 31 December 2017 in accordance with the requirements in the US under section 404 of the Sarbanes-Oxley Act. In making that assessment, they used the criteria set forth by the Committee of Sponsoring Organisations of the Treadway Commission in Internal Control-Integrated Framework (2013). Based on their assessment, management concluded and reported that, as at 31 December 2017, the Group's internal control over financial reporting was effective based on those criteria.
- Having received the report from management, the Audit Committee reports to the Board on the effectiveness of controls.
- KPMG, an independent registered public accounting firm issued an audit report on the Group's internal control over financial reporting as at 31 December 2017.

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

We have adopted a Code of Ethics for Senior Financial Officers, which applies to the Chief Executive Officer, the Chief Financial Officer, the SVP Group Finance and the Group's senior financial officers. There have been no waivers to any of the Code's provisions nor have there been any amendments to the Code during 2017 or up until 22 February 2018. A copy of the Code of Ethics for Senior Financial Officers can be found on our website at www.smith-nephew.com

In addition, every individual in the finance function certifies to the Chief Financial Officer that they have complied with the Finance Code of Conduct.

EVALUATION OF COMPOSITION, PERFORMANCE AND EFFECTIVENESS OF THE AUDIT COMMITTEE

The composition, performance and effectiveness of the Audit Committee was evaluated this year in accordance with the EU Audit Reform. Its effectiveness is also reviewed in conjunction with the annual Board evaluation, which this year was conducted by Ian Barlow, in his first year as Senior Independent Director.

The review by the Audit Committee found the following and the below action will be taken during 2018:

| Finding | Action |
|--|--------|
| Composition | |
| The composition of the Audit Committee with at least one financial expert and a mix of UK and global experience in the healthcare sector was deemed appropriate. | None |
| Performance | |
| The Committee was considered to have performed effectively with an appropriate balance between challenge and constructive support. | None |
| Effectiveness | |
| The Committee was considered to be effective with a thorough agenda and papers, which were well presented and debated. | None |

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DIRECTORS' REMUNERATION REPORT

REMUNERATION

DEAR SHAREHOLDER,

This will be the final time I write to you as your Chairman of the Smith & Nephew plc Remuneration Committee. I have been a member of the Board since 2008 and Chairman of the Remuneration Committee since April 2011. With that longevity in mind, I will retire as Chairman of the Remuneration Committee and as a Director of the Company at the 2018 Annual General Meeting, where I will not stand for re-election. Much of my time during 2017 has been assisting our Chairman to find my replacement and assisting the new Remuneration Committee Chair in settling into her new role. I am very pleased to introduce Angie Risley to you as our Chairman Elect. Angie has vast experience of Human Resources, including remuneration and importantly was an effective member of the Remuneration Committee in her previous non-executive director roles, most recently as Chairman of the Remuneration Committee at Serco plc. Her experience in a wide variety of different sectors will add real value to what is becoming an expanded role for the Remuneration Committee. Proposed Corporate Governance changes indicate that increased employee engagement and oversight of employee remuneration generally will fall under the remit of the Remuneration Committee.

REVIEW OF 2017 PERFORMANCE

During the year, the Group delivered underlying revenue growth of 3% and a 20bps improvement in trading profit margin, in-line with guidance. Highlights included strong growth from Knee Implants and in the Emerging Markets. Trading cash flow improved year-on-year, at \$940 million, as did the trading profit to cash conversion ratio of 90%. The tax rate on trading results reduced by 670bps to 17.1%, including a benefit from a one-off US tax settlement. Adjusted earnings per share (EPSA) were up 14%. Our Return On Invested Capital also improved, up 280bps to 14.3%.

These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178–181.

As a result of the financial performance in 2017 and over the three-year period ending 31 December 2017, our Executive Directors received the following awards:

| | Cash bonus (as % of salary) | Equity Incentive Award (as % of salary at date of grant) | Performance Share Award vesting (as % of salary at date of grant) | |
|----------------|--------------------------------|---|--|---|
| Olivier Bohuon | 91 | % 50 | % 102.6 | % |
| Graham Baker | 104 | % 55 | % N/A | |

The total remuneration paid to Olivier Bohuon and Graham Baker in 2017 is detailed further on page 83. As Graham Baker joined the Company on 1 March 2017, there are no comparative figures for him.

The single total remuneration figure for Mr Bohuon for 2017 increased to \$5,032,925 from \$3,332,850 in 2016. This was directly related to the stronger Company performance in 2017 and in particular above target performance for trading cash flow and trading profit margin, which collectively led to an increase of \$616,009 for the Cash Incentive Plan. Our cumulative free cash flow and Emerging Market results over the three year performance period for our Performance Share Plan also contributed to a total vesting of these awards at 108% of target compared to 16% in 2016.

RETIREMENT OF OLIVIER BOHUON

You will see from the meetings the Remuneration Committee has conducted, 2017 was a busy year relating to Executive Director remuneration. Our Chairman, Roberto Quarta, has already touched on the retirement of Olivier Bohuon as Chief Executive Officer. The Committee has met to approve his retirement arrangements, which are in-line with the Remuneration Policy approved by our shareholders at the 2017 Annual General Meeting.

In summary, Olivier Bohuon will support the transition to the new Chief Executive Officer, when appointed and will continue to receive the same salary and benefits as in 2017. He will participate in the Annual Incentive Plan for the period worked in 2018, but will not receive a 2018 award under the Performance Share Plan. As a good leaver, his Equity Incentive Awards will vest on his leaving date, and his Performance Share Awards will be pro-rated for length of time served since the date of award and will vest subject to the original performance conditions on their original vesting dates in 2019 and 2020. Additionally, his 2017 award will remain subject to a two-year post vesting holding period.

I'd also like to personally thank Olivier for his leadership and improvements achieved during his tenure, and wish him the best for the future.

2017 ANNUAL GENERAL MEETING (AGM)

We were pleased that following the vote against our Remuneration Report (excluding the policy) in 2016, that both our Remuneration Policy and Remuneration Report received over 98% of votes in favour at the 2017 Smith & Nephew plc AGM. This demonstrates the strong support from our shareholders for our remuneration arrangements. We do not plan to make any changes to our remuneration arrangements in 2018.

I'd like to thank those shareholders who engaged with us during 2017 and met with Angie Risley. These shareholders covered nearly 15% of our shares. We welcome your feedback on our remuneration policy and arrangements and actively consider your views in our discussions.

LOOKING FORWARD

The Remuneration Committee will continue to be guided by the principles we have followed in the past:

- Performance measures linked to our strategic priorities;
- Alignment of executive and shareholder interests; and
- Simplicity.

We will ensure that pay remains aligned with performance.

We will also continue to monitor external corporate governance developments and respond accordingly, in particular those relating to expanding the remit of the Remuneration Committee to take greater account of the employee voice.

Joseph Papa

Chairman of the Remuneration Committee

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MEASURES IN OUR VARIABLE PAY PLANS

Financial measures in Annual Incentive Plan

Revenue (35%) Revenue is a key driver of profit growth.

Trading Profit Margin (25%) Trading profit margin is a critical measure both for the business and our shareholders and delivering margin improvements is a core commitment under our strategy.

Trading Cash Flow (15%) Cash flow from our Established Markets is necessary in order to fund growth in Emerging Markets, innovation, organic growth and acquisitions.

Business objectives in Annual Incentive Plan

Business Process (8.3%) We need to release resources from the businesses through improved structures, efficiencies and business processes in order to re-invest in our higher growth areas, including Emerging Markets, innovation, organic growth and acquisitions.

People (8.3%) We need to attract and retain the right people to achieve our strategy through improving our operating model and drive the right behaviours for all of our people globally.

Customer (8.3%) Our mission is to deliver advanced medical technologies that help healthcare professionals, our customers and improve the quality of life of their patients.

Performance measures in our Performance Share Plan

Relative TSR (25%) If we execute our strategy successfully, this will lead to an increased return for our shareholders, whether you invest in the healthcare sector or in the FTSE.

Cumulative Cash Flow (25%) Cash flow from our Established Markets is necessary in order to fund growth in Emerging Markets, innovation, organic growth and acquisitions.

Sales Growth (25%) Sales growth is a key driver of profit growth.

Return on Invested Capital (25%) Return on invested capital is a high priority for our shareholders which will drive better financial discipline and enhanced operating performance.

Detailed further on pages 97–101.

Compliance statement

We have prepared this Directors' Remuneration Report (the Report) in accordance with The Enterprise and Regulatory Reform Act 2012–2013 (clauses 81–84) and The Large and Medium-Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the Regulations). The Report also meets the relevant requirements of the Financial Conduct Authority (FCA) Listing Rules.

The first part of the Report (pages 81–96) is the annual report on remuneration (the Implementation Report). The Implementation Report will be put to shareholders for approval as an advisory vote at the Annual General Meeting on 12 April 2018. The Implementation Report explains how the Remuneration Policy was implemented during 2017 and also how it is currently being implemented in 2018.

The second part of the Report (pages 97–105) is the Directors' Remuneration Policy Report (the Policy Report) which was approved by shareholders at the Annual General Meeting held in April 2017. The Policy Report describes our Remuneration Policy as it relates to the Directors of the Company. All payments we make to any Director of the Company will be in accordance with this Remuneration Policy. This Policy remains unchanged in 2018 and it is intended that it will next be put to shareholder vote at the Annual General Meeting to be held in 2020.

REMUNERATION COMMITTEE

Membership

| | Member since | Meetings attended |
|--|----------------|-------------------|
| Joseph Papa (Chairman) | April 2011 | 7/7 |
| Angie Risley ¹ (Chairman Elect) | September 2017 | 3/3 |
| Vinita Bali ² | April 2015 | 6/7 |
| Virginia Bottomley | April 2014 | 7/7 |
| Robin Freestone | September 2015 | 7/7 |
| Brian Larcombe ³ | September 2010 | 3/3 |
| Roberto Quarta ⁴ | April 2014 | 6/7 |

¹Angie Risley was appointed to the Board on 18 September 2017 and will be appointed Chairman of the Committee with effect from 12 April 2018, subject to her re-election.

²Vinita Bali was unable to attend one meeting due to a prior commitment. She had signified her approval of the matters being discussed to the Remuneration Committee Chairman prior to the meeting.

³Brian Larcombe retired from the Board at the Annual General Meeting on 6 April 2017.

⁴Roberto Quarta was unable to attend one meeting due to its short notice. He had signified his approval of the matter being discussed to the Remuneration Committee Chairman prior to the meeting.

2018 focus

- Evaluate remuneration package for a new Chief Executive Officer.
- Review gender pay reports and approve the implementation of a programme designed to reduce the gender pay gap.
- Consider possible response to BEIS Green Paper on Corporate Governance and how best to engage with our employees on remuneration matters.
- Consider the implications of US tax reform.

The Remuneration Committee presents the Annual Report on remuneration (the Implementation Report), which will be put to shareholders for an advisory vote at the Annual General Meeting to be held on 12 April 2018.

ROLE OF THE REMUNERATION COMMITTEE

Our work falls into the following three areas:

Determination of Remuneration Policy and Packages

- Determination of Remuneration Policy for Executive Directors and senior executives.
- Approval of individual remuneration packages for Executive Directors and Executive Officers, at least annually, and any major changes to individual packages throughout the year.
- Consideration of remuneration policies and practices across the Group.
- Approval of appropriate performance measures for short-term and long-term incentive plans for Executive Directors and senior executives.
- Determination of pay-outs under short-term and long-term incentive plans for Executive Directors and senior executives.

Oversight of all Company Share Plans

- Determination of the use of long-term incentive plans and overseeing the use of shares in executive and all-employee plans.

Reporting and Engagement with shareholders on Remuneration Matters

- Approval of the Directors' Remuneration Report ensuring compliance with related governance provisions.
- Continuation of constructive engagement on remuneration matters with shareholders.

The terms of reference of the Remuneration Committee describe our role and responsibilities more fully and can be found on our website: www.smith-nephew.com

ACTIVITIES OF THE REMUNERATION COMMITTEE IN 2017 AND SINCE THE YEAR END

In 2017, we held seven meetings and determined six matters by written resolution. Each meeting was attended by all members of the Committee (except Vinita Bali and Roberto Quarta who each missed one meeting this year). The Chief Executive Officer, the Chief Human Resources Officer and the SVP Global Reward, key members of the finance function and the Company Secretary also attended all or part of some of the meetings, except when their own remuneration was being discussed. We also met with the independent Remuneration Consultants, Willis Towers Watson, without management present. Our programme of work in 2017 can be found in the report below.

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Early February

Approval of salaries, awards and payouts in 2017

- Agreed the targets for the short-term and long-term incentive plans for 2017. Introduced global revenue growth and ROIC as long-term performance measurements (defined on page 89). Approved the remuneration strategy for 2017 against the proposed business plan.
- Approved the quantum of cash payments to Executive Directors and Executive Officers under the Annual Incentive Plan and awards under the Equity Incentive Programme and the Performance Share Programme, having considered the 2016 financial results against the performance targets, that were set.
- The Audit Committee joined the Remuneration Committee for both of the above agenda items to answer any questions regarding audited numbers and provide assurance.
- Reviewed the salaries of the Board, Executive Directors and Officers and Chairman.
- Approved the text of the Remuneration Report.

Mid February

Review of Remuneration (via voice conference)

- Discussed the payout under the Annual Incentive Plan and decided to use downwards discretion to adjust outcomes following the performance of the Company in 2016.

Late February

Final approval of the Remuneration Report (via voice conference)

- Approved the final targets for the short-term and long-term incentive plans for 2017.
- Approved the final text of the Remuneration Report.

July (in Hull, UK)

Mid-year Review of Remuneration Arrangements

- Reviewed the shareholder response to the Remuneration Report at the Annual General Meeting and noted shareholders' feedback that would be addressed in this report.
- Reviewed the performance of long-term awards granted in 2015, 2016 and 2017.
- Discussed and planned a programme of engagement with institutional investors on remuneration.
- Considered termination arrangements for Executive Directors and Executive Officers.
- Reviewed adherence to shareholding guidelines by Executive Directors, Executive Officers and senior executives.
- Monitored dilution limits and the number of shares available for use in respect of executive and all-employee share plans.
- Approved amendments to the Smith & Nephew ShareSave Plan 2012 rules to reflect regulatory changes.

October

- Approved retirement package for Olivier Bohuon, Chief Executive Officer.

Early November (in Dubai, UAE)

- Prepared for meetings with shareholders to solicit viewpoints and introduce Angie Risley.
- Reviewed first draft of the Remuneration Report for 2017.

Late November

Review of Remuneration Strategy

- Received a report from the Chairman of the Remuneration Committee on recent engagement with shareholders.
- Reviewed and considered the principles for determining payouts under the long-term plans due to vest in 2018.
- Approved the final Remuneration Strategy for 2018.
- Reviewed market data for the Executive Directors and Executive Officers prepared in accordance with the agreed methodology.

Six written resolutions were approved during the year relating to the approval of remuneration arrangements for various Executive Officers.

Since year end, we have also reviewed the financial results for 2017 against the targets under the short-term and long-term incentive arrangements jointly with the Audit Committee, and have agreed the targets for the short-term and long-term incentive plans for 2018. We have also approved increases to the salaries of Executive Directors and Executive Officers and determined cash payments under the Annual Incentive Plan, awards under the Equity Incentive Programme and the Performance Share Programme, and the vesting of awards under the Performance Share Programme granted in 2015. Finally, we approved the wording of this Directors' Remuneration Report.

During the year, the Remuneration Committee received information and advice from Willis Towers Watson, an independent executive Remuneration consultancy firm appointed by the Remuneration Committee in 2011 following a full tender process. They provided advice on market trends and remuneration issues in general, attended Remuneration Committee meetings, assisted in the review of the Directors' Remuneration Report, provided market benchmark data on compensation design and levels, undertook calculations relating to the TSR performance conditions, assisted in matters relating to the Chief Executive Officer's retirement, and advised on investor views and engagement. In addition, the Committee received independent advice from Mercer relating to the use of discretion downwards when determining the level of payout in respect of the 2016 annual cash incentive plan. The fees paid to Willis Towers Watson for Remuneration Committee advice during 2017, charged on a time and expense basis, were £98,000 and the fee paid to Mercer was £4,350. Willis Towers Watson also provided other human resources and compensation advice to the Company for the level below the Board. Mercer also provided insurance broking, market data, actuarial and investment consulting services both at a global and local level. Both Willis Towers Watson and Mercer comply with the Code of Conduct in relation to Executive Remuneration Consulting in the United Kingdom and the Remuneration Committee is satisfied that their advice is objective and independent.

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SINGLE TOTAL FIGURE ON REMUNERATION

The amounts for 2017 have been converted into US\$ for ease of comparability using the exchange rates of £ to US\$1.2877 and € to US\$1.1279 (2016: £ to US\$1.349 and € to US\$1.106).

| | Olivier Bohuon Appointed 1 April 2011 | | Graham Baker Appointed 1 March 2017 | Julie Brown Appointed 4 February 2013 (resigned with effect from 11 January 2017) | |
|---------------------------------------|--|--------------|--|---|------------|
| | 2017 | 2016 | 2017 | 2017 | 2016 |
| Fixed pay | | | | | |
| Base salary | \$ 1,330,347 | \$ 1,295,017 | \$ 547,273 | \$ 21,606 | \$ 730,257 |
| Payment in lieu of pension | \$ 399,104 | \$ 388,505 | \$ 164,182 | \$ 6,482 | \$ 219,078 |
| Taxable benefits | \$ 177,433 | \$ 166,465 | \$ 22,308 | \$ 637 | \$ 30,007 |
| Annual variable pay | | | | | |
| Annual Incentive Plan – cash | \$ 1,208,911 | \$ 592,902 | \$ 683,797 | – | – |
| Hybrid Annual Incentive Plan – equity | \$ 665,173 | \$ 652,258 | \$ 361,200 | – | – |
| Long-term variable pay | | | | | |
| Performance Share Plan | \$ 1,251,957 | \$ 237,703 | – | – | – |
| Total | \$ 5,032,925 | \$ 3,332,850 | \$ 1,778,760 | \$ 28,725 | \$ 979,342 |

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| | |
|--------------------------------|--|
| Base salary | the actual salary receivable for the year. |
| Payment in lieu of pension | the value of the salary supplement paid by the Company in lieu of a pension. |
| Taxable benefits | the gross value of all taxable benefits (or benefits that would be taxable in the UK) received in the year. |
| Annual Incentive Plan – cash | the value of the cash incentive payable for performance in respect of the relevant financial year. |
| Annual Incentive Plan – equity | the value of the equity element awarded in respect of performance in the relevant financial year, but subject to an ongoing performance test as described on pages 87-88 of this report. |
| Performance Share Plan | the value of shares vesting that were subject to performance over the three-year period ending on 31 December in the relevant financial year. For awards vesting in early 2018 this is based on an estimated share price of 1,352.140p per share, which was the average price of a share over the last quarter of 2017. The value of the 2014 share awards that vested in 2017 have now been restated with the share price on the date of actual vesting being 1,221.625p per share on 7 March 2017. |
| Total | the sum of the above elements. |

All data is presented in our reporting currency of US\$. Amounts for Olivier Bohuon have been converted from EURO and amounts for Julie Brown and Graham Baker from GBP using average exchange rates. Given currency volatility in 2017, this may give the impression of changes that are misleading. Data is presented in local currency in the subsequent sections in the interests of full transparency.

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Retirement of Olivier Bohuon

On 9 October 2017, we announced that Olivier Bohuon intended to retire as Chief Executive Officer by the end of 2018.

Up until the date of his retirement, Olivier Bohuon will continue to be paid his salary, pension and benefits and will participate on a pro-rata basis in the 2018 Annual Incentive Plan, which will be delivered entirely as cash. He will not receive a Performance Share Plan in respect of 2018. In-line with good leaver provisions in the Plan Rules and Remuneration Policy, the awards granted under the Performance Share Plan in 2016 and 2017 (as detailed in this report) will be pro-rated for length of time held and will, subject to the performance conditions being satisfactorily met, vest on the original vesting dates on the third anniversary of the respective dates of grant. The 2017 award will remain subject to a two-year post-vesting holding period.

FIXED PAY

Base salary

In February 2017, it was agreed that with effect from 1 April 2017, Executive Directors would be paid the following base salaries.

| | 2017 | 2016 |
|----------------|------------|------------|
| Olivier Bohuon | €1,179,490 | €1,179,490 |
| Graham Baker | £510,000 | – |

In February 2018, we reviewed the base salaries of the Executive Directors, having considered general economic conditions and average salary increases across the rest of the Group, which have averaged at 2% in the UK and the US; 2.6% globally. The Remuneration Committee has agreed that there will be no increase to the base salary of Olivier Bohuon and that Graham Baker's salary will be increased by 2% to £520,200.

Payment in lieu of pension

In 2017, Olivier Bohuon, Graham Baker and Julie Brown until her resignation on 11 January 2017 received a salary supplement of 30% of their basic salary to apply towards their retirement savings, in lieu of membership of one of the Company's pension schemes.

Benefits

In 2017, Olivier Bohuon, Graham Baker and Julie Brown until her resignation on 11 January 2017 received death in service cover of seven-times basic salary, of which four-times salary is payable as a lump sum, with the balance used to provide for any spouse and dependent persons. They also received health cover for themselves and their families, a car allowance and financial consultancy advice. Olivier Bohuon also received assistance with travel costs between London and Paris. The same arrangements will apply in 2018 for Olivier Bohuon and for Graham Baker. The following table summarises the value of benefits on an element-by-element basis in respect of 2016 and 2017. Julie Brown received these benefits until she retired from the Board on 11 January 2017.

| | Olivier Bohuon | | Graham Baker | | Julie Brown | |
|------------------------------|----------------|---------|--------------|------|-------------|---------|
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| Health cover | £17,807 | £15,672 | £1,217 | – | £44 | £1,440 |
| Car and fuel allowance | £15,000 | €18,292 | £14,182 | – | £451 | £14,640 |
| Financial consultancy advice | £34,204 | £66,572 | £1,925 | – | – | £6,614 |
| | €37,736 | – | – | – | – | – |
| Travel costs | £33,703 | £23,814 | – | – | – | – |
| Subscriptions | £4,023 | £2,344 | – | – | – | – |

ANNUAL VARIABLE PAY

Annual Incentive Plan 2017

Cash Element

During 2016, the Remuneration Committee reviewed the operation of the Annual Incentive Plan and the performance measures and weightings which would apply to the cash element of the Annual Incentive Plan. These changes placed a greater emphasis on financial goals reflecting the importance we place on achievement of financial measures. The financial measures comprise 75% of the total award and are split between revenue (35%), trading profit margin (25%), and trading cash flow (15%). These measures were selected because revenue and trading profit margin constitute the key drivers of profit growth, and trading cash flow was a key measure of how efficiently we turn our assets into cash. Trading profit margin is a critical measure both for the business and our investors and delivering margin improvements is a core commitment under our strategy.

The remaining 25% of the total award are individual business objectives, similar to previous years, tied to our strategic priorities. As in previous years, these business objectives fell into the categories of Business Process, People and Customer.

The weighting of the performance measures for 2017 can be summarised as follows:

| | |
|-----------------------|-------|
| Financial objectives | 75% |
| Revenue | 35% |
| Trading profit margin | 25% |
| Trading cash flow | 15% |
| Business objectives | 25% |
| Business process | 8.33% |
| People | 8.33% |
| Customer | 8.33% |

The figures for threshold, target and maximum relating to the financial objectives of the cash element of the 2017 Annual Incentive Plan are shown below:

| | Threshold | Target | Maximum | Actual |
|--------------------------------|------------|------------|------------|------------|
| Revenue | \$ 4,578 m | \$ 4,720 m | \$ 4,861 m | \$ 4,654 m |
| Trading profit margin | 21.8 % | 22.3 % | 22.7 % | 22.3 % |
| Trading cash flow ² | \$ 801 m | \$ 890 m | \$ 979 m | \$ 940 m |

1 At constant exchange rates. See page 182.

2 During the year, the trading cash flow target was adjusted upwards to reflect the change regarding the cash funding of closed post-retirement benefit schemes (see pages 150–155).

‘Target’ was set and approved by the Board in the 2017 Budget. ‘Threshold’ and ‘Maximum’ are set at +/- 3% from the target for revenue, at +/- 45bps for the trading profit margin measure and at +/- 10% for the trading cash flow from target.

This resulted in a bonus achievement of 73% of salary in respect of the financial objectives.

| | Weight | Achieved % of target | Award % of salary |
|-----------------------|--------|----------------------|-------------------|
| Revenue | 35 % | 77 % | 26.9 % |
| Trading profit margin | 25 % | 107 % | 26.8 % |
| Trading cash flow | 15 % | 128 % | 19.2 % |

Accordingly, the following amounts have been earned by Olivier Bohuon and Graham Baker under the cash element of the Annual Incentive Plan in respect of their financial objectives.

Olivier Bohuon €859,517

Graham Baker £371,647

The same measures and weightings will apply to the financial measurements of the cash element of the Annual Incentive Plan 2018. For reasons of commercial sensitivity, we are unable to disclose the precise targets now, but they will be disclosed in the 2018 Remuneration Report at the time of vesting.

Business Objectives

When setting business objectives for the upcoming year, the Board looks not only at the expected financial performance for the year, but also at the actions it expects the Executive Director to carry out in the year to build a solid foundation for financial performance over the longer term. In reviewing performance against these objectives at the end of the year, the Board is mindful that there is not always a necessary correlation between financial performance and the achievement of business objectives.

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The table below sets out how Olivier Bohuon and Graham Baker have performed against the business objectives of People, Business Process and Customers.

| Olivier Bohuon | Graham Baker |
|---|---|
| <p>People</p> <ul style="list-style-type: none"> – Delivered 50bps improvement in Group Great Place to Work Trust Index, meeting target of 67%. – Further five countries awarded Great Place to Work Accreditation, ahead of target of two new countries, with nine countries in total now recognised. – Made progress against targets for 50% of critical roles filled by top talent (48% achieved); met target to identify internal successors for 50% of critical roles. Target to reduce voluntary turnover of top talent missed (12% against target of less than 10%). – Clear communication of strategy and implementation plans across the Group through direct and indirect channels to drive alignment and increase engagement. – Target of delivering \$5 million incremental revenue from commercial excellence programme not met with remediation action initiated. – Achieved target of all employees and third party sellers completing more than 95% of global compliance on time. <p>Business Process</p> | <ul style="list-style-type: none"> – Delivered 30bps improvement Finance function Great Place to Work Trust Index, meeting target of 67%. – Met target to upgrade Finance leadership team through combination of internal moves and external hires. Exceeded targets to retain and develop top Finance talent (80% of critical roles filled internally vs 50% target). Exceeded target on Finance leadership retention, with talent against target of less than 10%. – Maintaining an effective financial control environment. |

- Achieved target of new global R&D model fully operational by first quarter of 2017, including Portfolio Innovation Board to drive strategy and prioritise projects. More than 80% of programme milestones met tracking towards best-in-class standard of 90%, and programme to develop further clinical evidence progressing to plan.
- Met target to hold employees accountable for Finance policies and procedures, with 95% compliance on Minimum Acceptable Practices (MAPs) and deeper checking across all Group countries.
- Finance Transformation plan built, including integrating some back-office services into Global Business Services.
- First phase of new IT finance system successfully implemented in North America on time and within budget.
- Established relationships with investors and analysts supporting Group IR programme, receiving excellent feedback from external stakeholders.

Customers

- Met target to continue to develop new business models including mid-tier portfolio in the Emerging Markets and eCAP in the US.
- Roadmap for mid-tier product development completed in-line with target, with notable successes including ANTHEM Knee and ATLAS HF Nail in Emerging Markets. Mid-tier portfolio revenue growth tracked behind target.
- Met target to provide robust financial modelling to improve business decision making processes, including improved visibility of R&D portfolio value and completion of acquisition of Rotation Medical, Inc.
- Delivered leadership with Chief Executive Officer in developing APEX programme to improve competitiveness of Smith & Nephew.
- Met tax targets with tax on trading reduced from 23.8% in 2016 to 17.1% in 2017 reflecting one-off benefit following the conclusion of a US tax audit, further progress in improving our tax rate, tax provision releases following expiry of statute of limitations and a beneficial geographical mix of profits on trading.

This resulted in a bonus achievement of 18% of salary in respect of the business objectives.

| | Weight | Achieved % of target | Award % of salary |
|------------------|--------|----------------------|-------------------|
| People | 8.33% | 72% | 6% |
| Business Process | 8.33% | 100% | 8% |
| Customers | 8.33% | 50% | 4% |

Accordingly, the following amount has been earned by Olivier Bohuon under the cash element of the Annual Incentive Plan in respect of his business objectives.

Olivier Bohuon €212,308

This resulted in a bonus achievement of 31% of salary in respect of the business objectives.

| | Weight | Achieved % of target | Award % of salary |
|------------------|--------|----------------------|-------------------|
| People | 8.33% | 120% | 10% |
| Business Process | 8.33% | 132% | 11% |
| Customers | 8.33% | 120% | 10% |

Accordingly, the following amount has been earned by Graham Baker under the cash element of the Annual Incentive Plan in respect of his business objectives.

Graham Baker £159,375

The same measures and weightings will apply to the business objectives of the cash element of the Annual Incentive Plan in 2018.

HYBRID

Equity Incentive Award

The individual performance of all employees in the Group is assessed on two bases. The first looks at what has been achieved, namely the extent to which the employee has performed against the financial and business objectives set at the beginning of the year. The second looks at how this performance has been achieved, reflecting the right culture and values in accordance with our critical enablers. Against each, the employee is rated as having performed below, in-line or above expectations.

| | | Assessment of how Executive Directors have achieved | | |
|--------------------------------------|---------------------------|---|---------------------------|------------------------|
| | | Below expectations | In-line with expectations | Above expectations |
| Assessment of what has been achieved | Below expectations | No Award | No Award | No Award |
| | In-line with expectations | No Award | Award of 50% of Salary | Award of 55% of Salary |
| | Above expectations | No Award | Award of 55% of Salary | Award of 65% of Salary |

The Remuneration Committee has considered the performance of Olivier Bohuon and Graham Baker in exactly the same way as other employees in the Group when determining the level of Equity Incentive Award to be made to them. In assessing their performance against the same financial and business objectives used to determine the level of their cash award, the Remuneration Committee has determined that on the first criterion (assessing what they have achieved) Olivier Bohuon and Graham Baker have both performed in-line with expectations throughout the year. On the second criterion (assessing how they have achieved), the Remuneration Committee has determined that Olivier Bohuon has performed in-line with expectations and Graham Baker has performed above expectations. These ratings result in an Equity Incentive Award of 50% of salary for Olivier Bohuon and 55% of salary for Graham Baker.

In summary, as a result of the financial performance described on page 85 and the performance described in the table on page 86, the Remuneration Committee determined that the following awards be made under the Annual Incentive Plan in respect of performance in 2017:

| Executive Director | Cash Component | | Equity Component | |
|--------------------|----------------|------------|------------------|----------|
| | % of salary | Amount | % of salary | Amount |
| Olivier Bohuon | 91% | €1,071,825 | 55% | €589,745 |
| Graham Baker | 104% | £531,022 | 55% | £280,500 |

These figures are converted into dollars and included under Annual Incentive Plan (cash) and (equity) in the single figure table on page 83.

As a result of the 2017 performance assessment for Olivier Bohuon, the first tranche of the Equity Incentive Award made in 2017, the second tranche of the Equity Incentive Award made in 2016 and the third tranche of the Equity Incentive Award made in 2015 will vest. Both the grant and vesting of these awards are subject to Olivier's performance discussed on page 86. Graham Baker was not employed during 2016 and therefore received no Equity Incentive award in 2017.

| Director | Date of Grant | Number of shares under award vesting | Number of shares to vest |
|----------------|----------------------------|--------------------------------------|--|
| | | | from each grant subject to performance |
| Olivier Bohuon | 7 March 2017 – 1st tranche | 13,886 | 27,779 |
| | 7 March 2016 – 2nd tranche | 16,717 | 16,725 |
| | 9 March 2015 – 3rd tranche | 12,849 | 0 |

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Details of awards made under the Equity Incentive Programme during 2017

Details of conditional awards over shares, granted as part of the Annual Equity Incentive Programme to Executive Directors under the rules of the Global Share Plan 2010 for their 2016 performance (awarded in 2017) are shown below. The performance conditions and performance periods applying to these awards are detailed above.

| Date granted | Number of shares under award | Date vesting |
|----------------|------------------------------|---------------------|
| Olivier Bohuon | | |
| 7 March 2017 | 41,665 | 1/3 on 7 March 2018 |
| | | 1/3 on 7 March 2019 |
| | | 1/3 on 7 March 2020 |

The precise awards granted in 2018 to Olivier Bohuon and Graham Baker in respect of service in 2017 will be announced when the awards are made and will be disclosed in the 2018 Annual Report.

Olivier Bohuon has announced his intention to retire by the end of 2018 and will therefore not be entitled to receive an Equity Incentive Award in 2019 after ceasing to be an employee. He will therefore receive a cash amount equivalent to the Equity Incentive Award he would have received, if any, had he remained employed. This will be disclosed in full in the 2018 Remuneration Report.

The Equity Incentive Award element will operate in 2018 in exactly the same way as in 2017 and previous years. The Remuneration Committee will assess what has been achieved by the Executive Directors against the same financial and business objectives used to determine the level of their cash awards. The Remuneration Committee will assess how the Executive Directors have achieved their objectives by considering the role played by the Executive Directors in establishing an appropriate culture and set of values throughout the organisation. The level of Equity Incentive Award to be made will be determined according to the matrix on page 87.

LONG-TERM VARIABLE PAY

Performance Share Plan

Performance Share Programme – 2017 grants

Performance share awards granted in 2017 were made to Executive Directors under the Global Share Plan 2010 to a maximum value of 190% of salary (95% for target performance). During 2016, the Remuneration Committee reviewed the operation of the Performance Share Programme and made changes to the performance measures and weightings which were included with the Remuneration Policy and approved at the Annual General Meeting on 6 April 2017. The four equally weighted performance measures are relative TSR, return on invested capital, sales growth and cumulative free cash flow. These measures are aligned with our financial priorities and strategies. Performance will be measured over the three financial years from 1 January 2017 and awards will vest subject to performance and continued employment in 2020. Sufficient shares will be sold to cover taxation obligations and the Executive Directors will be required to hold the net shares for a further period of two years.

The two equally weighted peer groups against which the Company's TSR performance will be measured are defined at the start of each performance period based on constituents of the following:

- A sector-based peer group based on those companies classified as the S&P 1200 Global Healthcare subset comprising Medical Devices, equipment and supplies companies (official industry classifications of 'Health Care Equipment and Supplies, Life Sciences Tools & Services and Health Care Technology'). This is a broader sector-based peer group than in previous years, so that we maintain a focus on outperforming our broad sector without being impacted by the volatility of a smaller group.
- FTSE 100 constituents excluding financial services and commodities companies. This is in response to shareholders who assess our performance not based on sector, but instead based on the index we operate in.

The Group's TSR performance and its performance relative to the comparator group is independently monitored and reported to the Remuneration Committee by Willis Towers Watson.

Total Shareholder Return (TSR) performance is relative to two separate indices as follows:

| Relative TSR ranking | Award vesting as % of salary at date of grant | |
|-------------------------|---|--------------------|
| | Sector Based Peer Group | FTSE100 Peer Group |
| Below median | Nil | Nil |
| Median | 5.9375% | 5.9375% |
| Upper quartile or above | 23.75% | 23.75% |

Awards will vest on a straight-line basis between these points. If the Company's TSR performance is below median, none of this part of the award will vest.

Return on invested capital (ROIC), adds focus on enhancing operating performance and reducing the under-performing asset base. 25% of the award will vest subject to ROIC:

ROIC will be defined as:

$$\frac{\text{Net Operating Profit}^1 \text{ less Adjusted Taxes}^2}{(\text{Opening Net Operating Assets} + \text{Closing Net Operating Assets})^3} / 2$$

ROIC will be measured each year of the three-year performance period and a simple average of the three years will be compared to the targets below (precise numbers will be included in the Remuneration Report prospectively). The Remuneration Committee will have the discretion to adjust ROIC targets in the case of significant events such as material mergers, acquisitions and disposals and that such adjustment will be consistent with the deal model and approved by the Board at the time of the transaction.

- 1 Operating profit is as disclosed in the Group income statement in the Annual Report.
- 2 Adjusted taxes represents our taxation charge per the Group income statement adjusted for the impact of tax on items not included in Operating Profit notably interest income and expense, other finance costs and share of results of associates.
- 3 Net Operating Assets comprises net assets from the Group balance sheet (Total assets less Total liabilities) excluding the following items: Investments, Investments in associates, Retirement benefit assets and liabilities, Long-term borrowings, Bank overdrafts and loans, and Cash at bank.

The awards subject to ROIC will vest as follows:

| Return on Invested Capital | Award vesting as % of salary |
|---|------------------------------|
| Below Threshold 11.1% | Nil |
| Threshold 11.1% (1.9% of target) | 11.875% |
| Target 13% (as derived from the Strategic Plan) | 23.75% |
| Maximum or above 14.9% (+1.9% of target) | 47.5% |

Awards will vest on a straight-line basis between these points.

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Sales growth focuses on growth in both Established Markets and Emerging Markets. 25% of the award will be subject to sales growth and will vest as follows:

| Sales growth over three-year period commencing 1 January 2017 | Award vesting as % of salary |
|---|------------------------------|
| Below Threshold | Nil |
| Threshold (- 3% of target) | 11.875% |
| Target | 23.75% |
| Maximum or above (+3% of target) | 47.5% |

It is not possible to disclose precise targets for sales growth as this will give commercially sensitive information to our competitors concerning our growth plans and is potentially price sensitive information. This target however will be disclosed in the 2019 Annual Report, when the Committee will discuss performance against the target.

Cumulative free cash flow is defined as net cash inflow from operating activities, less capital expenditure, less the cash flow input of certain adjusted items. Free cash flow is the most appropriate measure of cash flow performance because it relates to cash generated to finance additional investments in business opportunities, debt repayments and distribution to shareholders. This measure includes significant elements of operational financial performance and helps to align Executive Director awards with shareholder value creation.

It is important as it is derived from increased revenues and healthy trading profits. Having a healthy cash flow will enable us to continue to grow and invest. 25% of the award will be subject to cumulative free cash flow performance and will vest as follows:

| Cumulative free cash flow | Award vesting as % of salary |
|-----------------------------------|------------------------------|
| Below \$1,482m | Nil |
| \$1,482m (- 13% of target) | 11.875% |
| \$1,703m | 23.75% |
| \$1,924m or more (+13% of target) | 47.5% |

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Performance Share Programme 2018

A performance share award will be made in 2018 to Graham Baker under the Global Share Plan 2010 to a maximum value of 190% of salary (95% for target performance). No performance share award will be made to Olivier Bohuon in 2018.

Performance will be measured over the three financial years commencing 1 January 2018 against the same four equally weighted performance measures as in 2017: relative TSR, return on invested capital, sales growth and cumulative free cash flow. On vesting, sufficient shares will be sold to cover taxation obligations and Graham Baker will be required to hold the net shares for a further period of two years.

TSR performance will be measured in the same way as in 2017 as described on page 88 against the same two peer groups.

Return on invested capital (ROIC) will be measured in the same way as in 2017, as described on page 89. The targets will be as follows:

| Return on Invested Capital | Award vesting as % of salary |
|---|------------------------------|
| Below Threshold 11.6% | Nil |
| Threshold 11.6% (+1.25% of target) | 11.875% |
| Target 12.9% (as derived from the Strategic Plan) | 23.75% |
| Maximum or above 14.1% (+1.25% of target) | 47.5% |

Awards will vest on a straight-line basis between these points.

Sales growth will be measured in the same way as in 2017, as described on page 89. The targets will be as follows:

| Sales growth over three-year period commencing 1 January 2018 | Award vesting as % of salary |
|---|------------------------------|
| Below Threshold | Nil |

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| | |
|------------------------------------|---------|
| Threshold (2.7% of target) | 11.875% |
| Target | 23.75% |
| Maximum or above (+2.7% of target) | 47.5% |

It is not possible to disclose precise targets for sales growth as this will give commercially sensitive information to our competitors concerning our growth plans and is potentially price sensitive information. This target however will be disclosed in the 2020 Annual Report, when the Committee will discuss performance against the target.

Cumulative free cash flow will be measured in the same way as in 2017, as described on page 89. The targets will be as follows:

| Cumulative free cash flow | Award vesting as % of salary |
|-----------------------------------|------------------------------|
| Below \$1,575m | Nil |
| \$1,575m (13% of target) | 11.875% |
| \$1,810m | 23.75% |
| \$2,046m or more (+13% of target) | 47.5% |

VESTING OF AWARDS MADE IN 2015

Performance Share Programme 2015

Since the end of the year, the Remuneration Committee has reviewed the vesting of conditional awards made to Executive Directors under the Global Share Plan 2010 in 2015. Vesting of the conditional awards made in 2015 was subject to performance conditions based on TSR, revenue in Emerging Markets and cumulative free cash flow measured over a three-year period commencing 1 January 2015.

25% of the award was based on the Company's TSR relative to a bespoke group of 12 Medical Devices companies. This group comprised of the following companies: Baxter, Becton Dickinson, Boston Scientific, Coloplast, Conmed, Edwards Life Sciences, Medtronic, NuVasive, Orthofix, Stryker, Wright Medical and Zimmer. The following companies delisted during the period and were therefore removed: Covidien, C R Bard, Nobel Biocare and St Jude Medical. Against this peer group, the Company's TSR performance ranked below median meaning that this part of the award therefore vested at 0%.

25% of the award was based on revenues in Emerging Markets. The threshold set in 2015 was \$2,395 million with a target of \$2,818 million. Over the three-year period, the adjusted revenues in Emerging Markets were \$2,411 million. These adjustments include translational foreign exchange and Board-approved M&A. This part of the award therefore vested at 13% out of the 25% target.

50% of the award was based on cumulative free cash flow performance. Over the three-year period, the adjusted cumulative free cash flow was \$2,024 million which is between target and maximum. These adjustments include items such as Board-approved M&A, including the acquisition of BlueBelt and Board-approved Business Plans such as the metal-on-metal settlements. This part of the award therefore vested at 95%.

| | Threshold | Target | Maximum | Actual | Percentage |
|---------------------------|-----------|----------|----------------|--------------|------------|
| | Median | – | Upper Quartile | Below Median | Vesting |
| TSR | | | | | 0% |
| Emerging Markets Sales | \$2,395m | \$2,818m | \$3,240m | \$2,411m | 13% |
| Cumulative Free Cash Flow | \$1,578m | \$1,814m | \$2,050m | \$2,024m | 95% |

Overall therefore, the conditional awards made in 2015 will vest at 54% of maximum (108% of target) on 9 March 2018 as follows:

| Director | Date of grant | Number of shares under award at maximum | Number vesting |
|----------------|---------------|---|----------------|
| Olivier Bohuon | 9 March 2015 | 133,156 | 71,904 |

DETAILS OF OUTSTANDING AWARDS MADE UNDER THE PERFORMANCE SHARE PROGRAMME

Details of conditional awards over shares granted to Executive Directors subject to performance conditions are shown below. These awards were granted under the Global Share Plan 2010. The performance conditions and performance periods applying to these awards are detailed on pages 88 and 89.

| | Date granted | Number of ordinary shares under award at maximum | Date of vesting |
|----------------|--------------|--|-----------------|
| Olivier Bohuon | 9 March 2015 | 133,156 ¹ | 9 March 2018 |
| | 7 March 2016 | 146,620 | 7 March 2019 |
| | 7 March 2017 | 158,328 | 7 March 2020 |
| Graham Baker | 7 March 2017 | 79,166 | 7 March 2020 |

¹On 6 February 2018, 46% of the award granted at maximum to Olivier Bohuon lapsed following completion of the performance period.

SUMMARY OF SCHEME INTERESTS AWARDED DURING THE FINANCIAL YEAR

| | Olivier Bohuon | | Graham Baker ¹ | |
|--|------------------|------------|---------------------------|------------|
| | Number of shares | Face value | Number of shares | Face value |
| Annual Equity Incentive Award (see page 87) | 41,665 | €589,745 | – | – |
| Performance Share Award at maximum (see page 91) | 158,328 | €2,241,030 | 79,166 | £969,000 |

¹ Annual Equity Incentive Awards for 2017 were based on performance for 2016, hence Graham Baker received no award.

Please see Policy Table on pages 99 and 100 for details of how the above plans operate. The number of shares is calculated using the closing share price on the day before the grant, which for the awards granted on 7 March 2017 was 1,224p.

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SINGLE TOTAL FIGURE ON REMUNERATION

Chairman and Non-Executive Directors

| Director | Basic annual fee ¹ | | Committee Chairman / Senior Independent Director fee | | Intercontinental travel fee | | | Total 2016 |
|-----------------------------|-------------------------------|----------------------|--|-----------|-----------------------------|---------------|-----------------------|----------------------|
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | |
| Roberto Quarta | £ 412,000 | £ 409,750 | – | – | £ 7,000 | £ 3,500 | £ 419,000 | £ 413,000 |
| Vinita Bali ² | £ 36,750 \$ 59,780 | £ 63,000 \$ 9,780 | – | – | £ 7,000 \$ 21,000 | £ 21,000 – | £ 43,750 \$ 80,780 | £ 84,000 \$ 9,780 |
| Ian Barlow | £ 68,135 | £ 68,135 | £ 20,000 | £ 18,750 | £ 7,000 | £ 3,500 | £ 95,135 | £ 90,000 |
| Virginia Bottomley | £ 68,135 | £ 68,135 | – | – | £ 7,000 | £ 3,500 | £ 75,135 | £ 71,000 |
| Erik Engstrom | £ 68,135 | £ 68,135 | – | – | £ 7,000 | £ 3,500 | £ 75,135 | £ 71,000 |
| Robin Freestone | £ 68,135 | £ 68,135 | £ 16,667 | – | £ 7,000 | £ 3,500 | £ 91,802 | £ 71,000 |
| Michael Friedman | \$ 129,780 | \$ 129,780 | \$ 35,000 | \$ 33,000 | \$ 42,000 | \$ 35,000 | \$ 206,780 | \$ 197,000 |
| Brian Larcombe ³ | £ 20,750 | £ 68,135 | £ 1,277 | £ 18,750 | – | £ 3,500 | £ 22,027 | £ 90,000 |
| Marc Owen ⁴ | \$ 30,000 | – | – | – | \$ 14,000 | – | \$ 44,000 | – |
| Joseph Papa | \$ 129,780 | \$ 129,780 | \$ 35,000 | \$ 33,000 | \$ 35,000 | \$ 35,000 | \$ 199,780 | \$ 197,000 |
| Angie Risley ⁵ | £ 18,173 | – | – | – | £ 7,000 | – | £ 25,173 | – |

1The basic annual fee includes shares purchased for the Chairman and Non-Executive Directors in lieu of part of the annual fee, details of which can be found on the table on page 104.

2Vinita Bali elected to receive the payment of her fee in US\$ in August 2017 having previously been in GBP.

3Brian Larcombe retired from the Board with effect from 6 April 2017.

4Marc Owen was appointed to the Board with effect from 1 October 2017.

5Angie Risley was appointed to the Board with effect from 18 September 2017.

Chairman and Non-Executive Director Fees

In February 2018, the Remuneration Committee reviewed the fees paid to the Chairman and determined that with effect from 1 April 2018 the fees paid would increase by 2%. The Board reviewed the fees paid to the Non-Executive Directors and determined that with effect from 1 April 2018, the fees paid in GBP would be increased by 2% and the fees paid in US\$ would remain unchanged as follows:

| | |
|--|---|
| Annual fee paid to the Chairman | £420,240 of which £105,060 paid in shares £69,500 of which £6,500 paid in shares |
| Annual fee paid to Non-Executive Directors | Or \$129,780 of which \$9,780 paid in shares |
| Intercontinental travel fee (per meeting) | £3,500 or \$7,000 |
| Fee for Senior Independent Director and Committee Chairman | £20,000 or \$35,000 |

Chief Executive Officer's remuneration compared to employees generally

The percentage change in the remuneration of the Chief Executive Officer between 2016 and 2017 compared to that of employees generally is as follows:

| | Base salary % change 2017 | Benefits % change 2017 | Annual cash bonus % change 2017 |
|---------------------------|---------------------------------|------------------------------|--|
| Chief Executive Officer | 0% | 6.6% | 103.9% |
| Average for all employees | 3.3% | N/A | N/A |

The average cost of wages and salaries for employees generally decreased by 10% in 2017 (see Note 3.1 to the Group accounts). Figures for annual cash bonuses are included in the numbers.

The Committee is mindful that the Government now requires quoted companies to publish their Chief Executive Officer's pay in relation to its workforce. The Committee awaits the Government's advice on the exact method of calculation, but aims to publish this information in the 2018 Annual Report.

Payments made to past Directors

No payments were made to former Directors in the year, other than base payments made to Julie Brown for the 11 days worked in January 2017, as disclosed on page 83.

Payments for loss of office

No payments were made in respect of a Director's loss of office in 2017.

Service contracts

Executive Directors are employed on rolling service contracts with notice periods of up to 12 months from the Company and six months from the Executive Director. Further information can be found on page 102 of the Policy Report.

Outside directorships

Olivier Bohuon is a Non-Executive Director of Virbac SA and received €21,000 in respect of this appointment. He is also a Non-Executive Director of Shire Plc and received €107,466 in cash and £24,053 in shares in respect of this appointment. Julie Brown is a Non-Executive Director of Roche Holding Ltd and received a fee of CHF10,849 until 11 January 2017.

Directors' interests in ordinary shares

Beneficial interests of the Executive Directors in the ordinary shares of the Company are as follows:

| | Olivier Bohuon | | | Graham Baker | | | Julie Brown | |
|---------------------------------------|----------------|----------|----------|--------------|----------|----------|-------------|---------|
| | 31 | 16 | | 31 | 16 | | 11 | |
| | 1 January | December | February | 1 March | December | February | 1 January | January |
| | 2017 | 2017 | 20181 | 20172 | 2017 | 20181 | 2017 | 20173 |
| Ordinary shares | 424,288 | 467,811 | 467,811 | 4 – | – | –4 | 90,040 | 90,040 |
| Share options | – | – | – | – | – | – | 2,400 | – |
| Performance share awards ⁵ | 460,080 | 423,680 | 362,428 | – | 79,166 | 79,166 | 273,598 | – |
| | 96,417 | 87,956 | 87,956 | – | – | – | 50,649 | – |

Equity Incentive awards

Other awards – – – – – – – –

- 1 The latest practicable date for this Annual Report.
- 2 Graham Baker was appointed to the Board from 1 March 2017.
- 3 Julie Brown retired from the Board on 11 January 2017.
- 4 The ordinary shares held by Olivier Bohuon on 16 February 2018 represent 571.6% of his base annual salary and for Graham Baker 0% of his base salary.
- 5 These share awards are subject to further performance conditions before they may vest, as detailed on pages 88–90.

The beneficial interest of each Executive Director is less than 1% of the ordinary share capital of the Company. In addition, Olivier Bohuon holds 50,000 deferred shares. Following the redenomination of ordinary shares into US\$ on 23 January 2006, the Company issued 50,000 deferred shares. These shares are normally held by the Chief Executive Officer and are not listed on any stock exchange and have extremely limited rights attached to them.

Beneficial interests of the Chairman and Non-Executive Directors in the ordinary shares of the Company are as follows:

| Director | 1 January 2017 (or date of appointment if later) | 31 December 2017 (or date of retirement if earlier) | 16 February 2018 ¹ | Shareholding as % of annual fee ² |
|-------------------------------|--|---|-------------------------------|--|
| Roberto Quarta ³ | 24,156 | 28,261 | 28,261 | 87.8 |
| Vinita Bali ⁴ | 6,522 | 6,836 | 6,836 | 130.7 |
| Ian Barlow | 18,786 | 19,009 | 19,009 | 357 |
| Virginia Bottomley | 18,473 | 18,714 | 18,714 | 351.4 |
| Erik Engstrom | 15,350 | 15,547 | 15,547 | 292 |
| Robin Freestone | 15,310 | 15,525 | 15,525 | 291.5 |
| Michael Friedman ⁴ | 9,476 | 9,910 | 9,910 | 139.4 |
| Brian Larcombe | 40,718 | 40,718 | N/A | N/A |
| Marc Owen | – | – | 7,000 | 98.5 |
| Joseph Papa ⁴ | 13,547 | 13,860 | 13,860 | 195 |
| Angie Risley | – | – | 1,601 | 30.1 |

- 1 The latest practicable date for this Annual Report.
- 2 Calculated using the closing share price of 1,279.50p per ordinary share and \$36.54 per ADS on 16 February 2018, and an exchange rate of £1/\$1.4027.
- 3 All Non-Executive Directors in office since 1 January 2017 held the required shareholding during the year except the Chairman.
- 4 Vinita Bali, Michael Friedman and Joseph Papa hold some of their shares in the form of ADS.

5 Brian Larcombe retired from the Board on 6 April 2017.

The beneficial interest of each Non-Executive Director is less than 1% of the ordinary share capital of the Company.

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Relative importance of spend on pay

The following table sets out the total amounts spent in 2017 and 2016 on remuneration, the attributable profit for each year and the dividends declared and paid in each year.

| | For the year to 31 December 2017 | For the year to 31 December 2016 | % change |
|-----------------------------------|-------------------------------------|-------------------------------------|----------|
| Attributable profit for the year | \$767m | \$784m | -2% |
| Dividends paid during the year | \$269m | \$279m | -4% |
| Share buyback | \$52m ¹ | \$368m ² | 86% |
| Total Group spend on remuneration | \$1,157m | \$1,227m | -6% |

- 1 Shares are bought in the market in respect of shares issued as part of the executive and employee share plans.
- 2 Following the disposal of the Gynaecology business in August 2016, the Company commenced a \$300m share buy-back programme which completed during 2016. See Note 19.2 for further information.

Total Shareholder Return

A graph of the Company's TSR performance compared to that of the FTSE 100 index is shown below in accordance with Schedule 8 to the Regulations.

However, as we compare the Company's performance to a tailored sector peer group of medical devices companies (see page 88), when considering TSR performance in the context of the Global Share Plan 2010, we feel that the following graph showing the TSR performance of this peer group is also of interest.

Table of historic data

The following table details information about the pay of the Chief Executive Officer in the previous nine years:

| Long-term incentive vesting rates against maximum opportunity | | | | | |
|---|--------------------------------|--|--|----------------------|-----------|
| Year | Chief Executive Officer | Single figure of total remuneration \$ | Annual Cash Incentive payout against maximum % | Performance shares % | Options % |
| 2017 | Olivier Bohuon | \$5,032,925 | 60.67 | 54 | – |
| 2016 | Olivier Bohuon | \$3,332,850 | 30 | 8 | – |
| 2015 | Olivier Bohuon | \$5,342,377 | 75 | 33.5 | – |
| 2014 | Olivier Bohuon | \$6,785,121 | 43 | 57 | – |
| 2013 | Olivier Bohuon | \$4,692,858 | 84 | 0 | – |
| 2012 | Olivier Bohuon | \$4,956,771 | 84 | N/A | – |
| 2011 | Olivier Bohuon ^{1,2} | \$7,442,191 | 68 | N/A | – |
| 2011 | David Illingworth ³ | \$3,595,787 | 37 | 27 | 27 |
| 2010 | David Illingworth | \$4,060,707 | 57 | 70 | 61 |

1 Appointed Chief Executive Officer on 1 April 2011.

2 Includes recruitment award of €1,400,000 cash and a share award over 200,000 ordinary shares with a value of €1,410,000 on grant.

3 Resigned as Chief Executive Officer on 1 April 2011.

4 Prior years are restated to reflect amounts not known at the date of signing the previous Annual Report.

5 Calculated as 91% (actual payout) disclosed on page 87 divided by the maximum potential payout of 150%.

Statement of voting at Annual General Meeting held in 2017

At the Annual General Meeting held on 6 April 2017, votes cast by proxy and at the meeting and votes withheld in respect of the votes on the Directors' Remuneration Report were as follows:

| Resolution | Votes for | % for | Votes against | % against | Total votes validly cast | Votes withheld |
|--|-------------|-------|---------------|-----------|--------------------------|----------------|
| Approval of the Directors' Remuneration Policy | 578,383,031 | 98.30 | 10,003,885 | 1.70 | 588,386,916 | 1,422,700 |
| Approval of the Directors' Remuneration Report | 581,873,387 | 98.85 | 6,787,211 | 1.15 | 588,660,598 | 1,149,020 |

The Remuneration Committee is mindful of the Government's new requirements to engage more with employee stakeholders on all matters of remuneration. The Committee is currently reviewing how best to implement this and will communicate with employees accordingly. Gender pay is also a 2018 focus for the Committee, a programme to ensure women are fully supported in their careers at Smith & Nephew will be part of the Committee's agenda during this time of improvement as we look to the future.

Senior management remuneration

The Group's administrative, supervisory and management body (senior management) is comprised for US reporting purposes, of Executive Directors and Executive Officers. Details of the current Executive Directors and Executive Officers are given on pages 50 and 54-55.

Compensation paid to senior management in respect of 2015, 2016 and 2017 was as follows:

| | 2017 | 2016 | 2015 |
|--|--------------|--------------|--------------|
| Total compensation (excluding pension emoluments, but including cash payments under the performance-related incentive plans) | \$13,573,000 | \$12,874,000 | \$13,971,000 |
| Total compensation for loss of office | \$2,711,000 | – | – |
| Aggregate increase in accrued pension scheme benefits | – | – | – |
| Aggregate amounts provided for under supplementary schemes | \$872,000 | \$1,112,000 | \$698,000 |

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As at 16 February 2018, senior management owned 720,897 shares and 3,015 ADSs, constituting less than 0.1% of the share capital of the Company. Details of share awards granted during the year and held as at 16 February 2018 by members of senior management are as follows:

| | Share awards granted during the year | Total share awards held as at 16 February 2018 |
|---|---|--|
| Equity Incentive awards | 306,903 | 319,377 |
| Performance Share awards at maximum | 617,156 | 1,033,315 |
| Conditional share awards under the Global Share Plan 2010 | 190,464 | 197,510 |
| Options under Employee ShareSave plans | 0 | 4,559 |
| Options under the Global Share Plan 2010 | 0 | 0 |

Dilution headroom

The Remuneration Committee ensures that at all times the number of new shares which may be issued under any share-based plans, including all-employee plans, does not exceed 10% of the Company's issued share capital over any rolling 10 year period (of which up to 5% may be issued to satisfy awards under the Company's discretionary plans). The Company monitors headroom closely when granting awards over shares taking into account the number of options or shares that might be expected to lapse or be forfeited before vesting or exercise. In the event that insufficient new shares are available, there are processes in place to purchase shares in the market to satisfy vesting awards and to net-settle option exercises.

Over the previous 10 years (2008 to 2017), the number of new shares issued under our share plans has been as follows:

All-employee share plans 7,275,468 (0.83% of issued share capital as at 16 February 2018)
Discretionary share plans 33,119,507 (3.79% of issued share capital as at 16 February 2018)

By order of the Board, on 22 February 2018

Joseph Papa

Chairman of the Remuneration Committee

REMUNERATION THE POLICY REPORT

FUTURE POLICY TABLE – EXECUTIVE DIRECTORS

The following table and accompanying notes explain the different elements of remuneration we pay to our Executive Directors. It was approved by shareholders at the 2017 Annual General Meeting on 6 April 2017.

BASE SALARY AND BENEFITS

Base salary

We are a FTSE 50 listed company, operating in over 100 countries around the world. Our strategy to generate cash from Established Markets in order to invest for growth in higher growth geographies and franchises means that we are competing for international talent and our base salaries therefore need to reflect what our Executive Directors would receive if they were to work in another international company of a similar size, complexity and geographical scope.

| How the component operates | Maximum levels of payment | Framework in which performance is assessed |
|---|--|--|
| Salaries are normally reviewed annually, with any increase applying from 1 April. | The base salary of the Executive Directors with effect from 1 April 2017 will be as follows: – Olivier Bohuon €1,179,490. | Performance in the prior year is one of the factors taken into account and poor performance is likely to lead to a zero salary increase. |
| Salary levels and increases take account of: | – Graham Baker £510,000. | |

The factors noted in the previous column will be taken into consideration when making increases to base salary and when appointing a new Director.

– Market movements within a peer group of similarly sized UK listed companies;

– Scope and responsibility of the position;

– Skill/experience and performance of the individual Director;

– General economic conditions in the relevant geographic market; and

In normal circumstances, base salary increases for Executive Directors will relate to the geographic market and peer group. In addition, the average increases for employees across the Group will be taken into account. The Remuneration Committee retains the right to approve higher increases when there is a substantial change in the scope of the Executive Director's role. A full explanation will be provided in the Implementation Report should higher increases be approved in exceptional cases.

– Average increases awarded across the Company, with particular regard to increases in the market in which the Executive is based.

Payment in lieu of pension

In order to attract and retain Executive Directors with the capability of driving our corporate strategy, we need to provide market-competitive retirement benefits similar to the benefits they would receive if they were to work for one of our competitors.

At the same time, we seek to avoid exposing the Company to defined benefit pension risks, and where possible will make payments in lieu of providing a pension.

| How the component operates | Maximum levels of payment | Framework in which performance is assessed |
|----------------------------|---------------------------|--|
|----------------------------|---------------------------|--|

| | | |
|---|---------------------------|--|
| Current Executive Directors receive an allowance in lieu of membership of a Company-run pension scheme. | Up to 30% of base salary. | The level of payment in lieu of a pension paid to Executive Directors is not dependent on performance. |
|---|---------------------------|--|

Base salary is the only component of remuneration which is pensionable.

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Benefits

In order to attract and retain Executive Directors with the capability of driving our corporate strategy, we need to provide a range of market-competitive benefits similar to the benefits they would receive if they were to work for one of our competitors.

It is important that our Executive Directors are free to focus on the Company's business without being diverted by concerns about medical provision, risk benefit cover or, if required, relocation issues.

| How the component operates | Maximum levels of payment | Framework in which performance is assessed |
|---|--|---|
| <p>A wide range of benefits may be provided depending on the benefits provided for comparable roles in the location in which the Executive Director is based. These benefits will include, as a minimum, healthcare cover, life assurance, long-term disability, annual medical examinations, company car or car allowance. The Committee retains the discretion to provide additional benefits where necessary or relevant in the context of the Executive's location.</p> | <p>The policy is framed by the nature of the benefits that the Remuneration Committee is willing to provide to Executive Directors. The maximum amount payable will depend on the cost of providing such benefits to an employee in the location at which the Executive Director is based. Shareholders should note that the cost of providing comparable benefits in different jurisdictions may vary widely.</p> <p>As an indication, the cost of such benefits provided in 2016 was as follows:</p> | <p>The level and cost of benefits provided to Executive Directors is not dependent on performance but on the package of benefits provided to comparable roles within the relevant location.</p> |

Where applicable, relocation costs may be provided in-line with Company's relocation policy for employees, which may include removal costs, assistance with accommodation, living expenses for self and family and financial consultancy advice. In some cases such payments may be grossed up.

As an indication, the cost of such benefits provided in 2016 was as follows:

- Olivier Bohuon €150,511.
- Julie Brown £22,244.

The maximum amount payable in benefits to an Executive Director, in normal circumstances, will not be significantly more than amounts paid in 2016 (or equivalent in local currency). The Remuneration Committee

retains the right to pay more than this should the cost of providing the same underlying benefits increase or in the event of a relocation. A full explanation will be provided in the Implementation Report should the cost of benefits provided be significantly higher.

ALL-EMPLOYEE ARRANGEMENTS

All-employee share plans

To enable Executive Directors to participate in all-employee share plans on the same basis as other employees.

| How the component operates | Maximum levels of payment | Framework in which performance is assessed |
|--|---|---|
| ShareSave Plans are operated in the UK and 31 other countries internationally. In the US, an Employee Stock Purchase Plan is operated. These plans enable employees to save on a regular basis and then buy shares in the Company. Executive Directors are able to participate in such plans on a similar basis to other employees, depending on where they are located. | Executive Directors may currently invest up to £500 per month in the UK ShareSave Plan. The Remuneration Committee may exercise its discretion to increase this amount up to the maximum permitted by the HM Revenue & Customs. Similar limits will apply in different locations. | The potential gains from all-employee plans are not based on performance but are linked to growth in the share price. |

ANNUAL INCENTIVES

Annual Incentive Plan – Cash Incentive

To motivate and reward the achievement of specific annual financial and business objectives related to the Company's strategy and sustained through a clawback mechanism explained more fully in the notes.

The objectives which determine the payment of the annual cash incentive and the level of the annual equity award are linked closely to the Group strategy.

The financial measures of Revenue, Trading Profit Margin and Trading Cash Flow underline our strategy for growth.

The business objectives are also linked to the Group strategy. These change from year to year to reflect the evolving strategy, but will typically be linked to the Strategic Priorities set out in this Annual Report. The Implementation Report each year will explain how each objective is linked to a specific strategic priority.

| | | |
|--|--|--|
| How the component operates | Maximum levels of payment | Framework in which performance is assessed |
| The Annual Incentive Plan comprises a cash and an equity component, both based on the achievement of financial and business objectives set at the start of the year. | The total maximum payable under the Annual Incentive Plan is 215% of base salary (150% Cash Incentive and 65% Equity Incentive). | The cash and share awards are subject to malus and clawback as detailed in the notes following this table. |

| | | |
|---|-----------------------------------|---|
| The cash component is paid in full after the end of the performance year. | In respect of the Cash Incentive: | 75% of the cash component is based on financial performance measures, which currently include Revenue (35%), Trading Profit Margin (25%) and Trading Cash Flow (15%). |
|---|-----------------------------------|---|

| | | |
|---|--|---|
| At the end of the year, the Remuneration Committee determines the extent to which performance against these has been achieved and sets the award level. | – 150% salary awarded for maximum performance. | 25% of the cash component is based on other business goals linked to the Company's strategy, which could include financial and non-financial measures. |
| | – 100% salary awarded for target performance. | |
| | – 50% salary awarded for threshold performance. | The Remuneration Committee retains the discretion to adjust the relative weightings of the financial and business components, and to adopt any performance measure that is relevant to the Company. |
| | – Performance assessed against individual objectives | |

and Group financial targets.

Annual Incentive Plan – Equity Incentive

To drive share ownership and encourage sustained high standards through the application of a ‘malus’ provision over three years, explained more fully in the notes.

| | | |
|--|---|---|
| <p>How the component operates</p> <p>The equity award component comprises conditional share awards (made at the time of the cash award), with vesting phased over the following three years.</p> <p>The equity component vests 1/3, 1/3, 1/3 on successive award anniversaries, only if performance remains satisfactory over each of these three years; otherwise the award will lapse.</p> <p>Participants will receive an additional number of shares equivalent to the amount of dividend payable per vested share during the relevant performance period.</p> | <p>Maximum levels of payment In respect of the Equity Incentive:</p> <p>– Performance is assessed against individual performance, which includes an element of Group financial targets.</p> <p>– 65% of salary awarded for maximum performance.</p> <p>– 50% of salary awarded for target performance.</p> <p>– 0% of salary awarded for performance assessed to be below target.</p> | <p>Framework in which performance is assessed</p> <p>The Remuneration Committee will use its judgement of the individual’s performance based both on what has been achieved during the year and how it has been achieved in determining the level of equity award that may be awarded within the range of 0% to 65% of salary.</p> <p>The equity component will vest in three equal tranches over a three-year period, provided that satisfactory performance is sustained.</p> |
|--|---|---|

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LONG-TERM INCENTIVES (AWARDS ACTIVELY BEING MADE)

Performance Share Programme

To motivate and reward longer-term performance linked to the long-term strategy and share price of the Company.

The performance measures which determine the level of vesting of the Performance Share Awards are linked to our corporate strategy.

How the component operates

Maximum levels of payment Framework in which performance is assessed

The Performance Share Programme comprises conditional share awards which vest after three years, subject to the achievement of stretching performance targets linked to the Company's strategy.

Annual awards: Currently:

– 190% of salary for maximum performance. – 25% of the award vests on achievement of a three-year cumulative free cash flow target.

Awards may be subject to clawback in the event of material financial misstatement or misconduct.

– 25% of the award vests subject to three-year Total Shareholder Return (TSR) at median performance relative to Global Healthcare companies and to FTSE 100 companies.

Participants will receive an additional number of shares equivalent to the amount of dividend payable per vested share during the relevant performance period.

– 47.5% of salary for threshold performance. – 25% of the award vests subject to the achievement of return on invested capital targets.

On vesting, a number of shares are sold to cover the tax liability. The remaining shares are required to be held by the Executive Director for a further two-year holding period.

– 25% of the award vests subject to total sales growth.

– These measures, the targets and performance against them are described more fully in the Implementation Report.

– The Performance Share Award will vest on the third anniversary of the date of grant, depending on the extent to which the performance conditions are met over the three-year period commencing in the year

the award was made.

- The Remuneration Committee retains the discretion to change the measures and their respective weightings to ensure continuing alignment with the Company's strategy.

- The cash and share awards are subject to malus and clawback as detailed in the notes following this table.

Awards made prior to 2017 were subject to TSR against a sector peer group, cash flow and revenue in Emerging Markets targets.

ILLUSTRATIONS OF THE APPLICATION OF THE REMUNERATION POLICY 2017

The following charts show the potential split between the different elements of the Executive Directors' remuneration under three different performance scenarios.

Figures as at salary levels in 2017, when the
Policy Report was approved by shareholders
Chief Executive Officer Chief Financial Officer

Total Remuneration by Performance Scenario for
2017 Financial Year (percentage split)
Chief Executive Officer Chief Financial Officer

MALUS AND CLAWBACK

The Remuneration Committee may determine that an unvested award or part of an award may not vest (regardless of whether or not the performance conditions have been met) or may determine that any cash bonus, vested shares, or their equivalent value in cash be returned to the Company in the event that any of the following matters is discovered:

- A material misstatement of the Company's financial results; or
- A material error in determining the extent to which any performance condition has been satisfied; or
- A significant adverse change in the financial performance of the Company, or a significant loss at a general level or at the country business unit or function in which a participant worked; or
- Inappropriate conduct (for example reputational issues), capability or performance by a participant, or within a team business area or profit centre.

These provisions apply to share awards under the Global Share Plan 2010 and cash amounts under the Annual Cash Incentive Plan.

POLICY ON RECRUITMENT ARRANGEMENTS

Our policy on the recruitment of Executive Directors is to pay a fair remuneration package for the role being undertaken and the experience of the Executive Director appointed. In terms of base salary, we will seek to pay a salary comparable, in the opinion of the Committee, to that which would be paid for an equivalent position elsewhere. The Remuneration Committee will determine a base salary in-line with the policy and having regard to the parameters set out on in the future policy table. Incoming Executive Directors will be entitled to pension, benefit and incentive arrangements which are the same as provided to existing Executive Directors. On that basis, incentive awards would not exceed 405% of base salary.

We recognise that in the event that we require a new Executive Director to relocate to take up a position with the Company, we will also pay relocation and related costs as described in the future policy table, which is in-line with the relocation arrangements we operate across the Group.

We also recognise that in many cases, an external appointee may forfeit sizeable cash bonuses and share awards if they choose to leave their former employer and join us. The Remuneration Committee therefore believes that we need the ability to compensate new hires for incentive awards they give up on joining us. The Committee will use its judgement in determining any such compensation, which will be decided on a case-by-case basis. We will only provide compensation which is no more beneficial than that given up by the new appointee and we will seek evidence from the previous employer to confirm the full details of bonus or share awards being forfeited. As far as possible, we will seek to replicate forfeited share awards using Smith & Nephew incentive plans or through reliance on Rule 9.4.2 in the Listing Rules, whilst at the same time aiming for simplicity.

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If we appoint an existing employee as an Executive Director of the Company, pre-existing obligations with respect to remuneration, such as pension, benefits and legacy share awards, will be honoured. Should these differ materially from current arrangements, these will be disclosed in the next Implementation Report.

We will supply details via an announcement to the London Stock Exchange of an incoming Executive Director's remuneration arrangements at the time of their appointment.

SERVICE CONTRACTS

We employ Executive Directors on rolling service contracts with notice periods of up to 12 months from the Company and six months from the Executive Director. On termination of the contract, we may require the Executive Director not to work their notice period and pay them an amount equivalent to the base salary and payment in lieu of pension and benefits they would have received if they had been required to work their notice period.

Under the terms of the Executive Director's service contract, Executive Directors are restricted for a period of 12 months after leaving the employment of the Company from working for a competitor, soliciting orders from customers and offering employment to employees of Smith & Nephew. The Company retains the right to waive these provisions in certain circumstances. In the event that these provisions are waived or the former Executive Director commences employment earlier than at the end of the notice period, no further payments shall be made in respect of the portion of notice period not worked. Directors' service contracts are available for inspection at the Company's registered office: 15 Adam Street, London WC2N 6LA.

POLICY ON PAYMENT FOR LOSS OF OFFICE

Our policy regarding termination payments to departing Executive Directors is to limit severance payments to pre-established contractual arrangements. In the event that the employment of an Executive Director is terminated, any compensation payable will be determined in accordance with the terms of the service contract between the Company and the Executive Director, as well as the rules of any incentive plans.

Under normal circumstances (excluding termination for gross misconduct) all leavers are entitled to receive termination payments in lieu of notice equal to base salary, payment in lieu of pension, and benefits. In some circumstances additional benefits may become payable to cover reimbursement of untaken holiday leave, repatriation and outplacement fees, legal and financial advice.

In addition, we may also in exceptional circumstances exercise our discretion to pay the Executive Director a proportion of the annual cash incentive they would have received had they been required to work their notice period. Any entitlement or discretionary payment may be reduced in-line with the Executive Director's duty to mitigate losses, subject to applying our non-compete clause.

We will supply details via an announcement to the London Stock Exchange of a departing Executive Director's termination arrangements at the time of departure.

In the case of a change of control which results in the termination of an Executive Director or a material alteration to their responsibilities or duties, within 12 months of the event, the Executive Director would be entitled to receive 12 months' base salary plus payment in lieu of pension and benefits. In addition, the Remuneration Committee has discretion to pay an Executive Director in these circumstances an annual cash incentive. For Directors appointed prior to 1 November 2012, an automatic annual cash incentive is payable at target.

In the event that an Executive Director leaves for reasons of ill-health, death, redundancy or retirement in agreement with the Company, then the vesting of any outstanding annual cash incentive and equity incentive awards will generally depend on the Remuneration Committee's assessment of performance to date. Performance share awards will be pro-rated for the time worked during the relevant performance period, and will remain subject to performance over the full performance period.

For all other leavers, the annual cash incentive will generally be forfeited and outstanding equity incentive awards and performance share awards will lapse.

One-off awards granted on appointment will normally lapse on leaving except in cases of death, retirement, redundancy, or ill-health. The Remuneration Committee has discretion to permit such awards to vest in other circumstances and will be subject to satisfactorily meeting performance conditions if applicable.

The Remuneration Committee retains discretion to alter these provisions on a case-by-case basis following a review of circumstances and to ensure fairness for both shareholders and Executive Directors.

We will supply details via an announcement to the London Stock Exchange of an out-going Executive Director's remuneration arrangements around the time of leaving.

CHANGES TO POLICY

The 2017 Remuneration Policy makes the following changes to the 2014 Remuneration policy:

- Introduction of a two-year holding period for vested Performance shares;
- Flexibility to change measures;
- Increased emphasis on financial objectives in the Annual Incentive Plan, increases from 70% to 75%; and
- Increased shareholding requirement to 300% of salary for the Chief Executive Officer.

Further details can be found in the letter from the Chairman of the Remuneration Committee on pages 79-80 of the 2017 Annual Report.

POLICY ON SHAREHOLDING REQUIREMENTS

The Remuneration Committee believes that one of the best ways our Executive Directors can have a greater alignment with shareholders is for them to hold a significant number of shares in the Company. The Chief Executive Officer is therefore expected to build up a holding of Smith & Nephew shares worth three times their base salary and the Chief Financial Officer is expected to build up a holding of two times their basic salary. In order to reinforce this expectation, we require them to retain 50% of the shares (after tax) vesting under the equity incentive programmes until this holding has been met, recognising that differing international tax regimes affect the pace at which an Executive Director may fulfil the shareholding requirement. When calculating whether or not this requirement has been met, we will include ordinary shares or ADRs held by the Executive Director and their immediate family. Ordinarily, we would expect this required shareholding to have been built up within a period of five years from the date of appointment.

Furthermore, from awards made in 2017, we require our Executive Directors to retain all the shares (after tax) vesting under the Performance Share Programme for a period of two years after vesting.

STATEMENT OF CONSIDERATION OF EMPLOYMENT CONDITIONS ELSEWHERE IN THE COMPANY AND DIFFERENCES TO THE EXECUTIVE DIRECTOR POLICY

All employees across the Group have performance-based pay linked to objectives derived from the strategic priorities, which underpin the performance metrics in the Executive Director Incentive Plans.

Executive Director base salaries will generally increase at a rate in-line with the average salary increases awarded across the Company. Given the diverse geographic markets within which the Company operates, the Committee will generally be informed by the average salary increase in both the market local to the Executive and the UK, recognising the Company's place of listing, and will also consider market data periodically.

A range of different pension arrangements operate across the Group depending on location and/or length of service. Executive Directors and Executive Officers either participate in the legacy pension arrangements relevant to their local market or receive a cash payment of 30% of salary in lieu of a pension. Senior executives who do not participate in a local Company pension plan receive a cash payment of 20% of salary in lieu of pension. Differing amounts apply for lower levels within the Company.

The Company has established a benefits framework under which the nature of benefits varies by geography. Executive Directors participate in benefit arrangements similar to those applied for employees within the applicable location.

All employees are set objectives at the beginning of each year, which link through to the objectives set for the Executive Directors. Annual cash incentives payable to employees across the Company depend on the satisfactory completion of these objectives as well as performance against relevant Group and country business unit financial targets relating to revenue, trading profit and trading cash, similar to the financial targets set for the Executive Directors.

Executive Officers and senior executives (61 as at 2017) participate in the annual Equity Incentive Programme and the Performance Share Programme. The maximum amounts payable are lower, but the performance conditions are the same as those that apply to the Executive Directors.

No specific consultation with employees has been undertaken relating to Director remuneration. However, regular employee surveys are conducted across the Group, which cover a wide range of issues relating to local employment conditions and an understanding of Group-wide strategic matters. As at 2017, around 5,000 employees in 63 countries participate in one or more of our global share plans.

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FUTURE POLICY TABLE – CHAIRMAN AND NON-EXECUTIVE DIRECTORS

The following table and accompanying notes explain the different elements of remuneration we pay to our Chairman and Non-Executive Directors. No element of their remuneration is subject to performance. All payments made to the Chairman are determined by the Remuneration Committee, whilst payments made to the Non-Executive Directors are determined by the Directors who are not themselves Non-Executive Directors, currently the Chairman, the Chief Executive Officer and the Chief Financial Officer.

Annual fees

Basic annual fee

To attract and retain Directors by setting fees at rates comparable to what would be paid in an equivalent position elsewhere.

A proportion of the fees are paid in shares in the third quarter of each year in order to align Non-Executive Directors' fees with the interests of shareholders.

How the component operates

Fees will be reviewed periodically. In future, any increase will be paid in shares until 25% of the total fee is paid in shares.

Maximum levels of payment

Annual fees are currently as follows:

– £63,000 in cash plus £5,135 in shares; or

Fees are set in-line with market practice for fees paid by similarly sized UK listed companies. – \$120,000 in cash plus \$9,780 in shares.

Chairman fee:

– £309,000 plus £103,000 in shares.

Annual fees are set and paid in UK Sterling or US

Dollars depending on the location of the

Non-Executive Director. If appropriate, fees may be set and paid in alternative currencies.

Whilst it is not expected to increase the fees paid to the Non-Executive Directors and the Chairman by more than the increases paid to employees generally, in exceptional circumstances higher fees might become payable.

The total maximum aggregate fees payable to the Non-Executive Directors will not exceed £1.5 million as set out in the Company's Articles of Association.

Fee for Senior Independent Director and Committee Chairmen

To compensate Non-Executive Directors for the additional time spent as Committee Chairmen or as the Senior Independent Director.

How the component operates

A fixed fee is paid, which is reviewed periodically.

Maximum levels of payment

– £20,000 in cash; or

– \$35,000 in cash.

Whilst it is not expected that the fees paid to the Senior Independent Director or Committee Chairmen will exceed the increases paid to employees generally, in exceptional circumstances, higher fees might become payable.

Intercontinental travel

To compensate Non-Executive Directors for the time spent travelling to attend meetings in another continent.

How the component operates

A fixed fee is paid, which is reviewed periodically.

Maximum levels of payment

– £3,500 in cash; or

– \$7,000 in cash.

Whilst it is not expected to increase these fees by more than the increases paid to employees generally, in exceptional circumstances, higher fees might become payable.

NOTES TO FUTURE POLICY TABLE – NON-EXECUTIVE DIRECTORS

Changes to Remuneration Policy

There have been no changes to our Remuneration Policy as it applies to Non-Executive Directors, since the Policy was initially approved by shareholders in April 2014.

Additional duties undertaken by Non-Executive Directors

In the event that the Chairman or a Non-Executive Director is required to undertake significant additional executive duties in order to support the Executive Directors during a period of absence due to illness or a gap prior to the appointment of a permanent Executive Director, the Remuneration Committee is authorised to determine an appropriate level of fees which shall be payable. These fees will not exceed the amounts which would normally be paid to a permanent Executive Director undertaking such duties and shall not include participation in short- or long-term incentive arrangements or benefit plans.

Policy on recruitment arrangements

Any new Non-Executive Director shall be paid in accordance with the current fee levels on appointment, in line with the Policy set out above. With respect to the appointment of a new Chairman, fee levels will take into account market rates, the individual's profile and experience, the time required to undertake the role and general business conditions. In addition, the Remuneration Committee retains the right to authorise the payment of relocation assistance or an accommodation allowance in the event of the appointment of a Chairman not based within the UK.

Letters of appointment

The Chairman and Non-Executive Directors have letters of appointment which set out the terms under which they provide their services to the Company and are available for inspection at the Company's registered office: 15 Adam Street, London WC2N 6LA. The appointment of Non-Executive Directors is not subject to a notice period, nor is there any compensation payable on loss of office, for example, should they not be re-elected at an Annual General Meeting. The appointment of the Chairman is subject to a notice period of six months.

The Chairman and Non-Executive Directors are required to acquire a shareholding in the Company equivalent in value to one times their basic fee within two years of their appointment to the Board.

STATEMENT OF CONSIDERATION OF SHAREHOLDER VIEWS

The broad outline of our remuneration arrangements have remained largely unchanged since 2012. As our strategy has evolved, we have altered some of the measures we use in our short- and long-term incentive plans, but the overall structure of our remuneration arrangements has remained the same. Shareholders formally approved the Remuneration Policy in respect of our Executive Directors at the Annual General Meeting in 2014. Joseph Papa, Chairman of the Remuneration Committee, has met with shareholders before the policy was approved and every year since, in order to ascertain shareholder views on our remuneration arrangements.

Ahead of the Annual General Meeting in 2016, Mr Papa held meetings and calls with 28 shareholders holding approximately 33% of the Company's Share Capital. Although the holders of 53% of our shares voted against the Remuneration Report in 2016, our engagement ahead of the 2016 Annual General Meeting had shown us that shareholders were broadly supportive of our Remuneration Policy and those who opposed the Remuneration Report were primarily voting against the use of discretion rather than any aspect of the Remuneration Policy.

During 2016, following the Annual General Meeting, Mr Papa continued to engage extensively with shareholders. In Autumn 2016, he met with or held telephone calls with 28 shareholders holding around 41% of the Company's shares. The shareholders he met ranged from some of our top 20 shareholders down to smaller active and engaged shareholders holding fewer than one million shares. He discussed our proposals to continue with the same overall remuneration arrangements, whilst altering the performance measures used in the short- and long-term incentive plans. We found the discussions with shareholders at this time useful in helping to understand the measures and targets which were important to our shareholders, and those which shareholders did not support. As a result of these discussions, some updated performance measures have been incorporated into our incentive plans for 2017 and a two-year holding period will now apply on the vesting of performance shares for our Executive Directors.

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GROUP FINANCIAL STATEMENTS

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing this Annual Report and Form 20 F Information and the Group and Parent Company Financial Statements, in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (IFRSs as adopted by the EU) and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework. Under company law Directors must not approve Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of a group and Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent Company Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;

- make judgements and estimates that are reasonable, relevant, reliable and prudent;

- for the Group financial statements, state whether they have been prepared in accordance with IFRSs, as issued by the IASB and adopted by the EU;

- for the Parent Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Parent Company Financial Statements;

- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and

- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

RESPONSIBILITY STATEMENT OF THE DIRECTORS IN RESPECT OF THE ANNUAL REPORT

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

The Strategic Report, which has been prepared in accordance with the requirements of the Companies Act 2006, comprises the following sections:

- Overview (pages 2-7);
- Our Business and Marketplace (pages 8-17);
- Operational Review (pages 18-35);
- Financial Review (pages 38-39);
- Risk (pages 40-49);

The Directors' Report has also been prepared in accordance with the Companies Act 2006 and The Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 comprising of pages 6, 16-17, 25-28, 33-39, 42-78, 107, 140-142, 158 and pages 171-192 of the Annual Report.

And has been approved and signed on behalf of the Board.

We consider the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

By order of the Board, 22 February 2018

Susan Swabey
Company Secretary

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INDEPENDENT AUDITOR'S US REPORT

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and board of directors
Smith & Nephew plc:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying Group balance sheets of Smith & Nephew plc and subsidiaries (the "Group") as of 31 December 2017 and 2016, the related Group income statements, Group statements of comprehensive income, Group cash flow statements and Group statements of changes in equity for each of the years in the three-year period ended 31 December 2017, and the related notes (collectively, the "consolidated financial statements"). We also have audited the Group's internal control over financial reporting as of 31 December 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Group as of 31 December 2017 and 2016, and the results of its operations and its cash flows for each of the years in the three-year period ended 31 December 2017, in conformity with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and in conformity with IFRS as adopted by the European Union. Also in our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of 31 December 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinion

The Group's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Evaluation of Internal Controls. Our responsibility is to express an opinion on the Group's consolidated financial statements and an opinion on the Group's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

KPMG LLP

We have served as the Group's auditor since 2015.

London, United Kingdom

22 February 2018

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CRITICAL JUDGEMENTS AND ESTIMATES

The Group prepares its consolidated financial statements in accordance with IFRS as issued by the IASB and IFRS as adopted by the EU, the application of which often requires judgements and estimates to be made by management when formulating the Group's financial position and results. Under IFRS, the Directors are required to adopt those accounting policies most appropriate to the Group's circumstances for the purpose of presenting fairly the Group's financial position, financial performance and cash flows.

The Group's accounting policies do not include any critical judgements. The Group's accounting policies are set out in Notes 1-23 of the Notes to the Group accounts. Of those, the policies which require the most use of management's estimation are as follows:

VALUATION OF INVENTORIES

A feature of the Orthopaedic Reconstruction and Trauma & Extremities franchises (whose finished goods inventory make up approximately 79% of the Group's total finished goods inventory) is the high level of product inventory required, some of which is located at customer premises and is available for customers' immediate use. Complete sets of products, including large and small sizes, have to be made available in this way. These sizes are used less frequently than standard sizes and towards the end of the product life cycle are inevitably in excess of requirements. Adjustments to carrying value are therefore required to be made to orthopaedic inventory to anticipate this situation. These adjustments are calculated in accordance with a formula based on levels of inventory compared with historical usage. This formula is applied on an individual product line basis and is first applied when a product group has been on the market for two years. This method of calculation is considered appropriate based on experience, but it does require management estimate in respect of customer demand, effectiveness of inventory deployment, length of product lives, phase-out of old products and efficiency of manufacturing planning systems.

IMPAIRMENT

In carrying out impairment reviews of intangible assets, a number of significant assumptions have to be made when preparing cash flow projections. These include the future rate of market growth, discount rates, the market demand for the products acquired, the future profitability of acquired businesses or products, levels of reimbursement and success in obtaining regulatory approvals. If actual results should differ or changes in expectations arise, impairment charges may be required which would adversely impact operating results.

LIABILITY PROVISIONING

The recognition of provisions for legal disputes is subject to a significant degree of estimation. Provision is made for loss contingencies when it is considered probable that an adverse outcome will occur and the amount of the loss can be reasonably estimated. In making its estimates, management takes into account the advice of internal and external legal counsel. Provisions are reviewed regularly and amounts updated where necessary to reflect developments in the disputes. The ultimate liability may differ from the amount provided depending on the outcome of court proceedings and settlement negotiations or if investigations bring to light new facts.

TAXATION

The Group operates in numerous tax jurisdictions around the world and it is Group policy to submit its tax returns to the relevant tax authorities as promptly as possible. At any given time, the Group is involved in disputes and tax audits and will have a number of tax returns potentially subject to audit. Significant issues may take several years to resolve. In estimating the probability and amount of any tax charge, management takes into account the views of internal and external advisers and updates the amount of tax provision whenever necessary. The ultimate tax liability may differ from the amount provided depending on interpretations of tax law, settlement negotiations or changes in legislation.

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GROUP INCOME STATEMENT

| | | Year ended 31 December 2017 | Year ended 31 December 2016 | Year ended 31 December 2015 |
|--|-------|-----------------------------------|-----------------------------------|-----------------------------------|
| | Notes | \$ million | \$ million | \$ million |
| Revenue | 2 | 4,765 | 4,669 | 4,634 |
| Cost of goods sold | | (1,248) | (1,272) | (1,143) |
| Gross profit | | 3,517 | 3,397 | 3,491 |
| Selling, general and administrative expenses | 3 | (2,360) | (2,366) | (2,641) |
| Research and development expenses | 3 | (223) | (230) | (222) |
| Operating profit | 2 & 3 | 934 | 801 | 628 |
| Interest income | 4 | 6 | 6 | 11 |
| Interest expense | 4 | (57) | (52) | (49) |
| Other finance costs | 4 | (10) | (16) | (15) |
| Share of results of associates | 11 | 6 | (3) | (16) |
| Profit on disposal of business | 21 | – | 326 | – |
| Profit before taxation | | 879 | 1,062 | 559 |
| Taxation | 5 | (112) | (278) | (149) |
| Attributable profit for the year1 | | 767 | 784 | 410 |
| Earnings per ordinary share1 | 6 | | | |
| Basic | | 87.8¢ | 88.1¢ | 45.9¢ |
| Diluted | | 87.7¢ | 87.8¢ | 45.6¢ |

GROUP STATEMENT OF COMPREHENSIVE INCOME

| | | Year ended 31 December 2017 | Year ended 31 December 2016 | Year ended 31 December 2015 |
|---|-------|-----------------------------------|-----------------------------------|-----------------------------------|
| | Notes | \$ million | \$ million | \$ million |
| Attributable profit for the year1 | | 767 | 784 | 410 |
| Other comprehensive income: | | | | |
| Items that will not be reclassified to income statement | | | | |
| Re-measurement of net retirement benefit obligations | 18 | 64 | (81) | (8) |
| Taxation on other comprehensive income | 5 | (9) | 10 | 10 |
| Total items that will not be reclassified to income statement | | 55 | (71) | 2 |
| Items that may be reclassified subsequently to income statement | | | | |
| Cash flow hedges – forward foreign exchange contracts | | | | |

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| | | | |
|---|------|-------|-------|
| – (losses)/gains arising in the year | (45) | (15) | 34 |
| – losses/(gains) transferred to inventories for the year | 21 | 20 | (50) |
| Fair value remeasurement of available for sale asset | (10) | 10 | – |
| Exchange differences on translation of foreign operations | 181 | (134) | (176) |
| Total items that may be reclassified subsequently to income statement | 147 | (119) | (192) |
| Other comprehensive income/(loss) for the year, net of taxation | 202 | (190) | (190) |
| Total comprehensive income for the year ¹ | 969 | 594 | 220 |

¹ Attributable to equity holders of the Company and wholly derived from continuing operations. The Notes on pages 119-162 are an integral part of these accounts.

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GROUP BALANCE SHEET

| | Notes | At 31 December 2017 \$ million | At 31 December 2016 \$ million |
|--|-------|---|---|
| Assets | | | |
| Non-current assets | | | |
| Property, plant and equipment | 7 | 1,049 | 982 |
| Goodwill | 8 | 2,371 | 2,188 |
| Intangible assets | 9 | 1,371 | 1,411 |
| Investments | 10 | 21 | 25 |
| Investments in associates | 11 | 118 | 112 |
| Other non-current assets | 13 | 16 | – |
| Retirement benefit assets | 18 | 62 | – |
| Deferred tax assets | 5 | 127 | 97 |
| | | 5,135 | 4,815 |
| Current assets | | | |
| Inventories | 12 | 1,304 | 1,244 |
| Trade and other receivables | 13 | 1,258 | 1,185 |
| Cash at bank | 15 | 169 | 100 |
| | | 2,731 | 2,529 |
| Total assets | | 7,866 | 7,344 |
| Equity and liabilities | | | |
| Equity attributable to owners of the Company | | | |
| Share capital | 19 | 178 | 180 |
| Share premium | | 605 | 600 |
| Capital redemption reserve | | 17 | 15 |
| Treasury shares | 19 | (257) | (432) |
| Other reserves | | (228) | (375) |
| Retained earnings | | 4,329 | 3,970 |
| Total equity | | 4,644 | 3,958 |
| Non-current liabilities | | | |
| Long-term borrowings | 15 | 1,423 | 1,564 |
| Retirement benefit obligations | 18 | 131 | 164 |
| Other payables | 14 | 128 | 82 |
| Provisions | 17 | 97 | 134 |
| Deferred tax liabilities | 5 | 97 | 94 |
| | | 1,876 | 2,038 |
| Current liabilities | | | |
| Bank overdrafts and loans | 15 | 27 | 86 |

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| | | | |
|------------------------------|----|-------|-------|
| Trade and other payables | 14 | 957 | 884 |
| Provisions | 17 | 129 | 147 |
| Current tax payable | 5 | 233 | 231 |
| | | 1,346 | 1,348 |
| Total liabilities | | 3,222 | 3,386 |
| Total equity and liabilities | | 7,866 | 7,344 |

The accounts were approved by the Board and authorised for issue on 22 February 2018 and are signed on its behalf by:

Roberto Quarta Olivier Bohuon Graham Baker
Chairman Chief Executive Officer Chief Financial Officer
The Notes on pages 119-162 are an integral part of these accounts.

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GROUP CASH FLOW STATEMENT

| | | Year ended 31 December 2017 | Year ended 31 December 2016 | Year ended 31 December 2015 |
|--|-------|-----------------------------------|-----------------------------------|-----------------------------------|
| | Notes | \$ million | \$ million | \$ million |
| Cash flows from operating activities | | | | |
| Profit before taxation | | 879 | 1,062 | 559 |
| Net interest expense | 4 | 51 | 46 | 38 |
| Depreciation, amortisation and impairment | | 447 | 463 | 493 |
| Loss on disposal of property, plant and equipment and software | | 13 | 15 | 15 |
| Distribution from trade investments | | – | – | 3 |
| Share-based payments expense (equity settled) | 23 | 31 | 27 | 29 |
| Share of results of associates | 11 | (6) | 3 | 16 |
| Profit on disposal of business | 21 | – | (326) | – |
| Net movement in post-retirement benefit obligations | | (40) | (85) | (57) |
| Increase in inventories | | (17) | (47) | (83) |
| Increase in trade and other receivables | | (40) | (74) | (26) |
| (Decrease)/increase in trade and other payables and provisions | | (45) | (49) | 216 |
| Cash generated from operations ¹ | | 1,273 | 1,035 | 1,203 |
| Interest received | | 2 | 3 | 8 |
| Interest paid | | (50) | (48) | (44) |
| Income taxes paid | | (135) | (141) | (137) |
| Net cash inflow from operating activities | | 1,090 | 849 | 1,030 |
| Cash flows from investing activities | | | | |
| Acquisitions, net of cash acquired | 21 | (159) | (214) | (44) |
| Capital expenditure | 2 | (376) | (392) | (358) |
| Investment in associate | 11 | – | – | (25) |
| Purchase of investments | 10 | (8) | (2) | (2) |
| Proceeds on disposal of business | 21 | – | 343 | – |
| Tax on disposal of business | | – | (118) | – |
| Net cash used in investing activities | | (543) | (383) | (429) |
| Cash flows from financing activities | | | | |
| Proceeds from issue of ordinary share capital | | 5 | 10 | 16 |
| Purchase of own shares | | (52) | (368) | (77) |
| Proceeds from borrowings due within one year | 20 | 53 | 34 | 42 |
| Settlement of borrowings due within one year | 20 | (64) | (38) | (26) |
| Proceeds from borrowings due after one year | 20 | 570 | 890 | 831 |
| Settlement of borrowings due after one year | 20 | (706) | (759) | (1,062) |
| Proceeds from own shares | | 5 | 6 | 5 |
| Settlement of currency swaps | 20 | 24 | (25) | (15) |
| Equity dividends paid | 19 | (269) | (279) | (272) |
| Net cash used in financing activities | | (434) | (529) | (558) |

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| | | | | |
|---|----|-----|------|-----|
| Net increase/(decrease) in cash and cash equivalents | | 113 | (63) | 43 |
| Cash and cash equivalents at beginning of year | 20 | 38 | 102 | 65 |
| Exchange adjustments | 20 | 4 | (1) | (6) |
| Cash and cash equivalents at end of year ² | | 155 | 38 | 102 |

1 Includes \$15m (2016: \$62m, 2015: \$52m) of outgoings on restructuring and rationalisation expenses, \$3m (2016: \$24m, 2015: \$36m) of acquisition-related costs and \$25m (2016: \$36m, 2015: \$3m) of legal and other costs.

2 Cash and cash equivalents is net of bank overdrafts of \$14m (2016: \$62m, 2015: \$18m).

The Notes on pages 119-162 are an integral part of these accounts.

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GROUP STATEMENT OF CHANGES IN EQUITY

| | Share capital \$ million | Share premium \$ million | Capital redemption reserve \$ million | Treasury shares ² \$ million | Other reserves ³ \$ million | Retained earnings \$ million | Total equity \$ million |
|---|--------------------------------|--------------------------------|--|---|--|------------------------------------|-------------------------------|
| At 31 December 2014 | 184 | 574 | 11 | (315) | (64) | 3,650 | 4,040 |
| Attributable profit for the year ¹ | – | – | – | – | – | 410 | 410 |
| Other comprehensive (expense)/income | – | – | – | – | (192) | 2 | (190) |
| Equity dividends declared and paid | – | – | – | – | – | (272) | (272) |
| Share-based payments recognised | – | – | – | – | – | 29 | 29 |
| Taxation on share-based payments | – | – | – | – | – | 5 | 5 |
| Purchase of own shares | – | – | – | (77) | – | – | (77) |
| Cost of shares transferred to beneficiaries | – | – | – | 38 | – | (33) | 5 |
| Cancellation of treasury shares | (1) | – | 1 | 60 | – | (60) | – |
| Issue of ordinary share capital ⁴ | – | 16 | – | – | – | – | 16 |
| At 31 December 2015 | 183 | 590 | 12 | (294) | (256) | 3,731 | 3,966 |
| Attributable profit for the year ¹ | – | – | – | – | – | 784 | 784 |
| Other comprehensive expense | – | – | – | – | (119) | (71) | (190) |
| Equity dividends declared and paid | – | – | – | – | – | (279) | (279) |
| Share-based payments recognised | – | – | – | – | – | 27 | 27 |

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| | | | | | | | |
|---|-----|-----|----|-------|-------|-------|-------|
| Taxation on share-based payments | – | – | – | – | – | 2 | 2 |
| Purchase of own shares | – | – | – | (368) | – | – | (368) |
| Cost of shares transferred to beneficiaries | – | – | – | 40 | – | (34) | 6 |
| Cancellation of treasury shares | (3) | – | 3 | 190 | – | (190) | – |
| Issue of ordinary share capital ⁴ | – | 10 | – | – | – | – | 10 |
| At 31 December 2016 | 180 | 600 | 15 | (432) | (375) | 3,970 | 3,958 |
| Attributable profit for the year ¹ | – | – | – | – | – | 767 | 767 |
| Other comprehensive income | – | – | – | – | 147 | 55 | 202 |
| Equity dividends declared and paid | – | – | – | – | – | (269) | (269) |
| Share-based payments recognised | – | – | – | – | – | 31 | 31 |
| Taxation on share-based payments | – | – | – | – | – | (3) | (3) |
| Purchase of own shares | – | – | – | (52) | – | – | (52) |
| Cost of shares transferred to beneficiaries | – | – | – | 26 | – | (21) | 5 |
| Cancellation of treasury shares | (2) | – | 2 | 201 | – | (201) | – |
| Issue of ordinary share capital ⁴ | – | 5 | – | – | – | – | 5 |
| At 31 December 2017 | 178 | 605 | 17 | (257) | (228) | 4,329 | 4,644 |

1 Attributable to equity holders of the Company and wholly derived from continuing operations.

2 Refer to Note 19.2 for further information.

3 Other reserves comprises gains and losses on cash flow hedges, foreign exchange differences on translation of foreign operations and net changes on fair value of trading investments. The cumulative translation loss within other reserves at 31 December 2017 was \$207m (2016: \$388m loss, 2015: \$254m loss).

4 Issue of ordinary share capital as a result of options being exercised.

The Notes on pages 119-162 are an integral part of these accounts.

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NOTES TO THE GROUP ACCOUNTS

1 BASIS OF PREPARATION

Smith & Nephew plc (the Company) is a public limited company incorporated in England and Wales. In these accounts, the 'Group' means the Company and all its subsidiaries. The principal activities of the Group are to develop, manufacture, market and sell medical devices and services.

As required by the European Union's IAS Regulation and the Companies Act 2006, the Group has prepared its accounts in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) effective as at 31 December 2017. The Group has also prepared its accounts in accordance with IFRS as issued by the International Accounting Standards Board (IASB) effective as at 31 December 2017. IFRSs as adopted by the EU differs in certain respects from IFRS as issued by the IASB. However, the differences have no impact for the periods presented.

The preparation of accounts in conformity with IFRS requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the accounts and the reported amounts of revenues and expenses during the year. The accounting policies requiring management to use significant estimates and assumptions are: inventories, impairment, taxation and liability provisions. These are discussed on page 114. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The Directors continue to adopt the going concern basis for accounting in preparing the annual financial statements. The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Further information regarding the Group's business activities, together with the factors likely to affect its future development, performance and position, are set out in Our Business & Marketplace on pages 8-17.

As described in Note 15, the Group meets its funding requirements through a mixture of shareholders' funds, bank borrowings and private placement notes. At 31 December 2017, the Group had committed borrowing facilities of \$2.4bn and total liquidity of \$1.2bn, including net cash and cash equivalents of \$155m and undrawn committed borrowing facilities of \$1bn. The earliest expiry date of the Group's committed borrowing facilities is in respect of a \$300m bilateral term loan facility due to expire in April 2020. In addition, Note 16 includes the Group's objectives, policies and processes for managing its capital; our financial risk management objectives; details of our financial instruments and hedging activities; and our exposures to foreign exchange, interest rates and credit risk.

The Group's forecasts and projections, taking into account reasonably possible changes in trading performance, show that the Group has sufficient financial resources. The Directors have reasonable expectation that the Company and the Group are well placed to manage their business risks and to continue in operational existence for a period of at least three years from the date of the approval of the financial statements. Accordingly, the Directors continue to adopt the going concern basis (in accordance with the guidance 'Guidance on Risk Management, Internal Control and Related Financial and Business Reporting' issued by the FRC) in preparing the consolidated financial statements.

There have been no new accounting pronouncements impacting the Group in 2017.

New accounting standards effective 2018

A number of new standards, amendments to standards and interpretations are effective for the Group's annual periods beginning on or after 1 January 2018, and have not been applied in preparing these consolidated accounts. These include IFRS 15 Revenue from contracts with customers and IFRS 9 Financial Instruments which will be adopted from 1 January 2018.

IFRS 15

The Group has undertaken a detailed impact assessment applying IFRS 15 to all the current ways in which the Group delivers products or services to customers to identify divergence with current practice and has concluded that IFRS 15 will not have a significant impact on the timing and recognition of revenue. The performance obligations involved in the sale of an orthopaedic implant are all considered to occur at the time of procedure giving rise to no difference in the timing of revenue recognition. The instrument set and implant used in an orthopaedic procedure are considered to be part of a single performance obligation. In line with past practice we will continue to measure and recognise revenue based on invoiced amounts at the time of the procedure. Revenue recognised on the sale of products in our other surgical and wound businesses have also been considered with reference to IFRS 15 with no impact identified in relation to the timing and measurement of revenue. The Group has also considered the impact on provisions for returns, trade discounts and rebates and has determined that the current policy is aligned with IFRS 15.

The Group intends to apply the practical expedients in IFRS 15 to not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the Group expects to recognise that amount as revenue for all reporting periods presented before 1 January 2018. The Group also intends to apply the practical expedients in relation to contracts with variable consideration and contracts that were completed at the beginning of the earliest period presented and/or modified before the beginning of the earliest period presented. The Group has concluded that applying these practical expedients will not have a significant impact on the timing, measurement and recognition of revenue.

The Group has assessed the disclosure requirements of IFRS 15 and has preliminarily determined that the majority of the disclosures are either currently included in the financial statements or can be prepared using data currently available. The Group continues to assess the disclosure requirements in relation to unsatisfied performance obligations and the disaggregation of revenue.

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NOTES TO THE GROUP ACCOUNTS continued

IFRS 9

The amendments to IFRS 9 mainly relate to the classification and measurement of financial instruments, and will not have a significant impact to the Group financial statements. When initially applying IFRS 9, the Group may choose as its accounting policy to continue to apply the hedge accounting requirements of IAS 39 instead of the requirements in IFRS 9. The Group will continue to apply the hedge requirements of IAS 39 on transition. The Group has considered the expected credit loss model and has determined that it will not have a significant impact on the provision for bad and doubtful debts. The Group has elected, from 1 January 2018, to present changes in the fair value of trade investments in the income statement.

New accounting standards effective 2019

IFRS 16

IFRS 16 Leases will be adopted retrospectively with the cumulative effect of initially applying the standard recognised at 1 January 2019 and the Group is currently assessing the application and impact of the standard.

1.1 Consolidation

The Group accounts include the accounts of Smith & Nephew plc and its subsidiaries for the periods during which they were members of the Group.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated in the Group accounts from the date that the Group obtains control, and continue to be consolidated until the date that such control ceases. Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated on consolidation. All subsidiaries have year ends which are co-terminus with the Groups, with the exception of jurisdictions whereby a different year end is required by local legislation.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related components of equity. Any resulting gain or loss is recognised in profit or loss. Any retained interest in the former subsidiary is measured at fair value.

1.2 Foreign currencies

Functional and presentation currency

The Group accounts are presented in US Dollars. The Company's functional currency is US Dollars.

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group companies at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated to the functional currency as at the exchange rate at the reporting date. Non-monetary items are not retranslated.

Foreign operations

Balance sheet items of foreign operations, including goodwill and fair value adjustments arising on acquisition are translated into US Dollars on consolidation at the exchange rates at the reporting date. Income statement items and the cash flows of foreign operations are translated at average rates as an approximation to actual transaction rates, with actual transaction rates used for large one off transactions.

Foreign currency differences are recognised in 'Other comprehensive income' and accumulated in 'Other reserves' within equity. These include: exchange differences on the translation at closing rates of exchange of non-US Dollar opening net assets; the differences arising between the translation of profits into US Dollars at actual (or average, as an approximation) and closing exchange rates; to the extent that the hedging relationship is effective, the difference on translation of foreign currency borrowings or swaps that are used to finance or hedge the Group's net investments in foreign operations; and the movement in the fair value of forward foreign exchange contracts used to hedge forecast foreign exchange cash flows.

The exchange rates used for the translation of currencies into US Dollars that have the most significant impact on the Group results were:

| | 2017 | 2016 | 2015 |
|----------------|------|------|------|
| Average rates | | | |
| Sterling | 1.29 | 1.35 | 1.53 |
| Euro | 1.13 | 1.11 | 1.11 |
| Swiss Franc | 1.02 | 1.02 | 1.04 |
| Year end rates | | | |
| Sterling | 1.35 | 1.23 | 1.48 |
| Euro | 1.20 | 1.05 | 1.09 |
| Swiss Franc | 1.02 | 0.98 | 1.00 |

2 BUSINESS SEGMENT INFORMATION

The Group is engaged in a single business activity, being the development, manufacture and sale of medical technology products and services.

Development, manufacturing, supply chain and central functions are managed globally for the Group as a whole. Sales are managed through two geographical selling regions: US and International; with a president for each who is responsible for the commercial review of that region. The Executive Committee ('ExCo'), comprises geographical presidents and certain heads of function and is chaired by the Chief Executive Officer ('CEO'). ExCo is the body through which the CEO uses the authority delegated to him by the Board of Directors to manage the operations and performance of the Group. All significant operating decisions regarding the allocation and prioritisation of the Group's resources and assessment of the Group's performance are made by ExCo, and whilst the members have individual responsibility for the implementation of decisions within their respective areas, it is at the ExCo level that these decisions are made. Accordingly, ExCo is considered to be the Group's chief operating decision maker as defined by IFRS 8 Operating Segments.

In making decisions about the prioritisation and allocation of the Group's resources, ExCo reviews financial information on an integrated basis for the Group as a whole and determines the best allocation of resources to Group-wide projects. This information is prepared substantially on the same basis as the Group's IFRS financial statements aside from the adjustments described in Note 2.2. In assessing performance, ExCo also considers financial information presented on a geographical selling region and product franchise basis for revenue. Financial information for corporate and functional costs is presented on a Group-wide basis.

The types of products and services offered by the Group's global business segment are as follows:

- Sports Medicine Joint Repair, which offers surgeons a broad array of instruments, technologies and implants necessary to perform minimally invasive surgery of the joints;
- Arthroscopic Enabling Technologies, which offers healthcare providers a variety of technologies such as fluid management equipment for surgical access, high definition cameras, digital image capture, scopes, light sources and monitors to assist with visualisation inside the joints, radio frequency, electromechanical and mechanical tissue resection devices, and hand instruments for removing damaged tissue;
- Trauma & Extremities, consisting of internal and external devices used in the stabilisation of severe fractures and deformity correction procedures;
- Other Surgical Businesses, which includes robotics-assisted surgery, various products and technologies to assist in surgical treatment of the ear, nose and throat, and gynaecological instrumentation, until the Gynaecology business disposal in August 2016;
- Knee Implants, which offers an innovative range of products for specialised knee replacement procedures;
- Hip Implants, which offers a range of specialist products for reconstruction of the hip joint;
- Advanced Wound Care, which includes products for the treatment and prevention of acute and chronic wounds, including leg, diabetic and pressure ulcers, burns and post-operative wounds;
- Advanced Wound Bioactives, which includes biologics and other bioactive technologies that provide unique approaches to debridement and dermal repair/regeneration; and
- Advanced Wound Devices, which consists of traditional and single-use Negative Pressure Wound Therapy and hydrosurgery systems.

The segment information is prepared in conformity with the accounting policies of the Group and the accounting standard IFRS 8 Operating Segments.

The segment profit measure reported to the Chief Executive Officer and the ExCo for the purposes of resource allocation and assessment is trading profit and excludes the effects of non-recurring, infrequent, non-cash and other items that management does not otherwise believe are indicative of the underlying performance of the consolidated Group as discussed in Note 2.2. Group financing (including interest receivable and payable) is managed on a net basis outside the business segment.

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2.1 Revenue by business segment and geography

Accounting policy

Revenue comprises sales of products and services to third parties at amounts invoiced net of trade discounts and rebates, excluding taxes on revenue. Revenue from the sale of products is recognised upon transfer to the customer of the significant risks and rewards of ownership. This is generally when goods are delivered to customers. There is no significant revenue associated with the provision of discrete services. In Established Markets we typically sell direct to healthcare institutions while in our Emerging Markets we typically sell to distributors and intermediaries. In general our surgical business is more direct to hospitals and ambulatory service centres whereas in our wound business, and in particular products used in community and homecare facilities, it is through wholesalers. Sales of inventory located at customer premises and available for customers' immediate use are recognised when notification is received that the product has been implanted or used. Appropriate provisions for returns, trade discounts and rebates are deducted from revenue. Rebates comprise retrospective volume discounts granted to certain customers on attainment of certain levels of purchases from the Group. These are accrued over the course of the arrangement based on estimates of the level of business expected and adjusted at the end of the arrangement to reflect actual volumes.

Segment revenue reconciles to statutory revenues from continuing operations as follows:

| | 2017 | 2016 | 2015 |
|---------------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Reportable segment revenue | | | |
| Revenue from external customers | 4,765 | 4,669 | 4,634 |

In presenting information on the basis of geographical segments, segment revenue is based on location of Smith & Nephew businesses:

| | 2017 | 2016 | 2015 |
|---|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Geographical segment revenue | | | |
| United Kingdom | 244 | 266 | 301 |
| United States of America | 2,332 | 2,299 | 2,217 |
| Other ¹ | 2,189 | 2,104 | 2,116 |
| Consolidated revenue from continuing operations | 4,765 | 4,669 | 4,634 |

¹ No other country represents more than 6% of consolidated sales revenue from continuing operations.

The table below shows revenue by product type from continuing operations. Included within the 2015 analysis is a reclassification of \$58m of product sales formerly included in the Sports Medicine Joint Repair franchise which has now been included in the Arthroscopic Enabling Technologies franchise in order to present analysis in line with 2017 management reporting on a consistent basis.

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| | 2017 | 2016 | 2015 |
|---|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Revenue by product from continuing operations | | | |
| Knee Implants | 984 | 932 | 883 |
| Hip Implants | 599 | 597 | 604 |
| Trauma & Extremities | 495 | 475 | 497 |
| Sports Medicine Joint Repair | 627 | 587 | 548 |
| Arthroscopic Enabling Technologies | 615 | 631 | 631 |
| Other Surgical Businesses | 189 | 214 | 205 |
| Advanced Wound Care | 720 | 719 | 755 |
| Advanced Wound Bioactives | 342 | 342 | 344 |
| Advanced Wound Devices | 194 | 172 | 167 |
| Consolidated revenue from continuing operations | 4,765 | 4,669 | 4,634 |

Major customers

No single customer generates revenue greater than 10% of the consolidated revenue.

2.2 Trading and operating profit by business segment

Trading profit is a trend measure which presents the long-term profitability of the Group excluding the impact of specific transactions that management considers affects the Group's short-term profitability. The Group presents this measure to assist investors in their understanding of trends. The Group has identified the following items, where material, as those to be excluded from operating profit when arriving at trading profit: acquisition and disposal-related items; amortisation and impairment of acquisition intangibles; significant restructuring programmes; gains and losses arising from legal disputes; and other significant items. Further detail is provided in Notes 2.3, 2.4 and 2.5. Operating profit reconciles to trading profit as follows:

| | 2017 | 2016 | 2015 |
|--|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Operating profit of the business segment | 934 | 801 | 628 |
| Acquisition-related costs | (10) | 9 | 12 |
| Restructuring and rationalisation expenses | – | 62 | 65 |
| Amortisation and impairment of acquisition intangibles | 140 | 178 | 204 |
| Legal and other | (16) | (30) | 190 |
| Trading profit of the business segment | 1,048 | 1,020 | 1,099 |

2.3 Acquisition-related costs

Acquisition-related costs credit of \$10m (2016: \$9m charge, 2015: \$12m charge) relates to a remeasurement of contingent consideration for a prior year acquisition partially offset by costs associated with the acquisition of Rotation Medical, Inc.

2.4 Restructuring and rationalisation expenses

No restructuring and rationalisation costs were incurred in 2017 (2016: \$62m, 2015: \$65m). In 2016 and 2015, these costs primarily related to the ongoing implementation of the Group Optimisation Plan which was completed in 2016.

2.5 Legal and other

The legal and other credit within operating profit of \$16m (2016: \$30m credit, 2015: \$190m charge) primarily related to a \$54m credit recognised following a settlement payment received from Arthrex relating to patent litigation, partially offset by legal expenses for patent litigation with Arthrex and ongoing metal-on-metal hip claims. In 2017 there was a \$10m increase in the provision that reflects the present value of the estimated costs to reduce all other known and anticipated metal-on-metal hip claims.

2.6 Assets and liabilities by business segment and geography

| | 2017 | 2016 | 2015 |
|--|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Reconciliation of assets of the business segment to the consolidated group | | | |
| Assets of the business segment | 7,508 | 7,147 | 6,929 |
| Unallocated corporate assets: | | | |

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| | | | |
|--|-------|-------|-------|
| – Deferred tax assets | 127 | 97 | 105 |
| – Retirement benefit assets | 62 | – | 13 |
| – Cash at bank | 169 | 100 | 120 |
| Total assets of the consolidated group | 7,866 | 7,344 | 7,167 |

In presenting information on the basis of geographical segments, non-current segment assets are based on their location:

| Geographic segment assets | 2017 | 2016 | 2015 |
|---|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| United Kingdom | 364 | 335 | 366 |
| United States of America | 3,295 | 3,145 | 2,982 |
| Other | 1,287 | 1,238 | 1,226 |
| Total non-current assets of the consolidated group ¹ | 4,946 | 4,718 | 4,574 |

- 1 Non-current assets excludes retirement benefit assets and deferred tax assets.

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| | 2017 \$ million | 2016 \$ million | 2015 \$ million |
|---|--------------------|--------------------|--------------------|
| Reconciliation of liabilities of the business segment to the consolidated group | | | |
| Liabilities of the business segment | 1,311 | 1,247 | 1,197 |
| Unallocated corporate liabilities: | | | |
| – Long-term borrowings | 1,423 | 1,564 | 1,434 |
| – Retirement benefit obligations | 131 | 164 | 184 |
| – Deferred tax liabilities | 97 | 94 | 77 |
| – Bank overdrafts and loans - current | 27 | 86 | 46 |
| – Current tax payable | 233 | 231 | 263 |
| Total liabilities of the consolidated group | 3,222 | 3,386 | 3,201 |
| Depreciation, amortisation and impairment of the business segment | | | |
| Depreciation of property, plant and equipment | 243 | 224 | 226 |
| Amortisation of acquisition intangibles | 130 | 130 | 153 |
| Amortisation of other intangible assets | 62 | 61 | 66 |
| Total depreciation and amortisation | 435 | 415 | 445 |
| Impairment losses on acquisition intangibles ¹ | 10 | 48 | 51 |
| Impairment loss/(reversal) on trade investments ¹ | 2 | – | (3) |
| Total depreciation, amortisation and impairment | 447 | 463 | 493 |

1 Impairments recognised in operating profit, within the administrative expenses line.

Segment acquisition of property, plant and equipment and intangibles reconciles to that of the consolidated group, and comprises the following:

| | 2017 \$ million | 2016 \$ million | 2015 \$ million |
|---|--------------------|--------------------|--------------------|
| Additions to property, plant and equipment | 308 | 320 | 303 |
| Additions to intangibles | 68 | 72 | 55 |
| Capital expenditure (excluding business combinations) | 376 | 392 | 358 |
| Trade investments | 8 | 2 | 2 |
| Acquisitions – Goodwill | 132 | 211 | 34 |
| Acquisitions – Intangible assets | 61 | 85 | 19 |
| Acquisitions – Property, plant and equipment | 1 | 2 | 6 |
| Capital and acquisition expenditure | 578 | 692 | 419 |

3 OPERATING PROFIT

Accounting policies

Research and development

Research expenditure is expensed as incurred. Internal development expenditure is only capitalised if the recognition criteria in IAS 38 Intangible Assets have been satisfied. The Group considers that the regulatory, technical and market uncertainties inherent in the development of new products mean that in most cases development costs should not be capitalised as intangible assets until products receive approval from the appropriate regulatory body.

Payments to third parties for research and development projects are accounted for based on the substance of the arrangement. If the arrangement represents outsourced research and development activities the payments are generally expensed except in limited circumstances where the respective development expenditure would be capitalised under the principles established in IAS 38. By contrast, the payments are capitalised if the arrangement represents consideration for the acquisition of intellectual property developed at the risk of the third party.

Capitalised development expenditures are amortised on a straight-line basis over their useful economic lives from product launch.

Advertising costs

Advertising costs are expensed as incurred.

| | 2017 | 2016 | 2015 |
|---|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Revenue | 4,765 | 4,669 | 4,634 |
| Cost of goods sold | (1,248) | (1,272) | (1,143) |
| Gross profit | 3,517 | 3,397 | 3,491 |
| Research and development expenses | (223) | (230) | (222) |
| Selling, general and administrative expenses: | | | |
| Marketing, selling and distribution expenses | (1,781) | (1,712) | (1,735) |
| Administrative expenses ^{1,2,3,4} | (579) | (654) | (906) |
| | (2,360) | (2,366) | (2,641) |
| Operating profit | 934 | 801 | 628 |

1 2017 includes \$62m of amortisation of software and other intangible assets (2016: \$61m, 2015: \$66m).

2 2017 includes \$140m of amortisation and impairment of acquisition intangibles (2016: \$62m of restructuring and rationalisation expenses and \$178m of amortisation and impairment of acquisition intangibles, 2015: \$65m of restructuring and rationalisation expenses and \$204m of amortisation and impairment of acquisition intangibles).

3 2017 includes \$16m credit relating to legal and other items (2016: \$30m credit, 2015: \$190m charge).

4 2017 includes \$10m credit of acquisition-related costs (2016: \$9m charge, 2015: \$12m charge).

Note that items detailed in 2, 3, 4 are excluded from the calculation of trading profit, the segment profit measure.

Operating profit is stated after charging/(crediting) the following items:

| | 2017 | 2016 | 2015 |
|---|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Other operating income | (66) | (25) | (41) |
| Amortisation of intangibles | 192 | 191 | 219 |
| Impairment of intangible assets | 10 | 48 | 51 |
| Depreciation of property, plant and equipment | 243 | 224 | 226 |
| Loss on disposal of property, plant and equipment and intangible assets | 13 | 15 | 15 |
| Operating lease payments for land and buildings | 36 | 39 | 37 |
| Operating lease payments for other assets | 21 | 19 | 20 |
| Advertising costs | 102 | 88 | 91 |

In 2017 other operating income primarily relates to a gain relating to patent litigation (2016: insurance recovery relating to metal-on-metal claims, 2015: net gain relating to patent litigation).

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3 OPERATING PROFIT continued

3.1 Staff costs and employee numbers

Staff costs during the year amounted to:

| | Notes | 2017 \$ million | 2016 \$ million | 2015 \$ million |
|--|-------|--------------------|--------------------|--------------------|
| Wages and salaries | | 1,157 | 1,227 | 1,193 |
| Social security costs | | 178 | 129 | 135 |
| Pension costs (including retirement healthcare) ¹ | 18 | 64 | 23 | 58 |
| Share-based payments | 23 | 31 | 27 | 30 |
| | | 1,430 | 1,406 | 1,416 |

¹ In 2016, pension costs include the past service cost credit of \$49m arising primarily from the closure of the UK defined benefit scheme to future accrual.

During the year ended 31 December 2017, the average number of employees was 16,333 (2016: 15,584, 2015: 14,686).

3.2 Audit Fees – information about the nature and cost of services provided by the auditor

| | 2017 \$ million | 2016 \$ million | 2015 \$ million |
|---|--------------------|--------------------|--------------------|
| Audit services: | | | |
| Group accounts | 2.4 | 2.0 | 2.1 |
| Local statutory audit pursuant to legislation | 2.0 | 2.0 | 2.0 |
| Other services: | | | |
| Non-audit services | 0.1 | 0.5 | 0.5 |
| Taxation services: | | | |
| Compliance services | – | 0.1 | 0.5 |
| Advisory services | – | – | – |
| Total auditor's remuneration | 4.5 | 4.6 | 5.1 |
| Arising: | | | |
| In the UK | 2.5 | 2.5 | 2.5 |
| Outside the UK | 2.0 | 2.1 | 2.6 |
| | 4.5 | 4.6 | 5.1 |

4 INTEREST AND OTHER FINANCE COSTS

4.1 Interest income/(expense)

| | 2017 | 2016 | 2015 |
|-------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Interest income | 6 | 6 | 11 |
| Interest expense: | | | |
| Bank borrowings | (11) | (9) | (9) |
| Private placement notes | (38) | (37) | (37) |
| Other | (8) | (6) | (3) |
| | (57) | (52) | (49) |
| Net interest expense | (51) | (46) | (38) |

4.2 Other finance costs

| | Notes | 2017 | 2016 | 2015 |
|---|-------|------------|------------|------------|
| | | \$ million | \$ million | \$ million |
| Retirement benefit net interest expense | 18 | (5) | (7) | (11) |
| Unwinding of discount | | (5) | (9) | (3) |
| Other | | – | – | (1) |
| Other finance costs | | (10) | (16) | (15) |

Foreign exchange gains or losses arose primarily on the translation of intercompany and third party borrowings and amounted to a net \$25m loss in 2017 (2016: net \$22m gain, 2015: net \$11m gain). These amounts were matched by the fair value gains or losses on currency swaps held to manage this currency risk.

5 TAXATION

Accounting policy

The charge for current taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

The Group operates in numerous tax jurisdictions around the world and it is Group policy to submit its tax returns to the relevant tax authorities as promptly as possible. At any given time, the Group is involved in disputes and tax audits and will have a number of tax returns potentially subject to audit. Significant issues may take several years to resolve. In estimating the probability and amount of any tax charge, management takes into account the views of internal and external advisers and updates the amount of tax provision whenever necessary. The ultimate tax liability may differ from the amount provided depending on interpretations of tax law, settlement negotiations or changes in legislation.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for: temporary differences related to investments in subsidiaries and associates where the Group is able to control the timing of the reversal of the temporary difference and it is probable that this will not reverse in the foreseeable future; on the initial recognition of non-deductible goodwill; and on the initial recognition of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, does not affect the accounting or taxable profit.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date.

Deferred tax is measured on an undiscounted basis, and at the tax rates that have been enacted or substantively enacted by the reporting date that are expected to apply in the periods in which the asset or liability is settled. It is recognised in the income statement except when it relates to items credited or charged directly to other comprehensive income or equity, in which case the deferred tax is also recognised within other comprehensive income or equity respectively.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority, when the Group intends to settle its current tax assets and liabilities on a net basis and that authority permits the Group to make a single net payment.

5.1 Taxation charge attributable to the Group

| | 2017 \$ million | 2016 \$ million | 2015 \$ million |
|---|--------------------|--------------------|--------------------|
| Current taxation: | | | |
| UK corporation tax | 23 | 23 | 31 |
| Overseas tax | 177 | 261 | 219 |
| Current income tax charge | 200 | 284 | 250 |
| Adjustments in respect of prior periods | (60) | (53) | (56) |

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| | | | |
|---|------|------|------|
| Total current taxation | 140 | 231 | 194 |
| Deferred taxation: | | | |
| Origination and reversal of temporary differences | 32 | 24 | (73) |
| Changes in tax rates | (49) | – | (3) |
| Adjustments to estimated amounts arising in prior periods | (11) | 23 | 31 |
| Total deferred taxation | (28) | 47 | (45) |
| Total taxation as per the income statement | 112 | 278 | 149 |
| Taxation in other comprehensive income | 9 | (10) | (10) |
| Taxation in equity | 3 | (2) | (5) |
| Taxation attributable to the Group | 124 | 266 | 134 |

The 2017 and 2016 net prior period adjustment benefits of \$71m and \$30m respectively mainly relate to provision releases following agreement reached with the IRS on US tax matters after the conclusion of US tax audits in 2017 and 2016, provision releases on the expiry of statute of limitations and tax accrual to tax return adjustments, partially offset by an increase in certain other tax provisions. The 2015 net prior period adjustment benefit of \$25m mainly relates to provision releases after settlement with tax authorities or the expiry of statute of limitations and tax accrual to tax return adjustments.

Included in the total tax charge is a \$32m net benefit as a result of the new US tax reform legislation enacted in December 2017, which comprises a benefit from a revaluation of deferred tax balances included within changes in tax rates, partially offset by a current tax charge relating to the deemed repatriation of foreign profits not previously taxed in the US.

Total taxation as per the income statement of \$112m includes a \$58m net credit (2016: \$48m net charge, 2015: \$130m net credit) as a consequence of the net benefit from US tax reform, acquisitions and disposals, amortisation and impairment of acquisition intangibles and legal and other.

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Factors affecting future tax charges

The Group operates in numerous tax jurisdictions around the world and is subject to factors that may affect future tax charges including the recently enacted US tax reform, the review by the European Commission into whether the UK CFC financing exemption rules constitute illegal State Aid, implementation of the OECD's BEPS actions, tax rate changes, tax legislation changes, expiry of the statute of limitations and resolution of tax audits and disputes.

At any given time the Group has unagreed years outstanding in various countries and is involved in tax audits and disputes, some of which may take several years to resolve. Current tax payable of \$233m includes \$201m of provisions for uncertain tax positions in respect of various countries. The Group believes that it has made adequate provision in respect of additional tax liabilities that may arise from these unagreed years, tax audits and disputes, the majority of which relate to transfer pricing matters as would be expected for a Group operating internationally. However, the actual liability for any particular issue may be higher or lower than the amount provided resulting in a negative or positive effect on the tax charge in any given year, including a reduction in the tax charge because of an expiry of the relevant statute of limitations. Whilst the impact can vary from year to year, the negative or positive effect on the tax charge for 2018 is not expected to result in a net prior period adjustment for 2018 which is greater than that realised in 2017.

The Group has completed its review of the new US tax reform legislation, as enacted, including the reduction of the US federal tax rate from 35% to 21%, which came into effect on 1 January 2018. As a result, the Group expects a positive impact on its tax charge for future years in addition to the one-off net tax benefit of \$32m in 2017. However, it should be noted that parts of the new legislation are subject to questions of interpretation, and further regulations may be issued in the future to clarify or change certain elements, which may affect future tax charges.

In December 2016, the Group appealed to the First Tier Tribunal in the UK against a decision by HM Revenue and Customs (HMRC) relating to the tax deductibility of certain historical foreign exchange losses. The decision of the Tribunal was released on 8 February 2017 and it upheld the Group's appeal. HMRC appealed against this decision and their appeal will be heard by the Upper Tribunal in June 2018. No tax benefit has been recognised to date in respect of these foreign exchange losses. In the event that the Group is ultimately successful in the Courts, then the Group's tax charge would be reduced, in the year of success, as a result.

In 2016, the UK Government enacted legislation to reduce the main rate of UK statutory corporation tax to 19.0% from 1 April 2017 and 17.0% from 1 April 2020.

The UK standard rate of corporation tax for 2017 is 19.3% (2016: 20.0%, 2015: 20.3%). Overseas taxation is calculated at the rates prevailing in the respective jurisdictions. The table below reconciles the expected tax charge at the UK statutory rate with the actual tax charge:

| | 2017 | 2016 | 2015 |
|------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Profit before taxation | 879 | 1,062 | 559 |
| | 169 | 212 | 113 |

Expected taxation at UK statutory rate of 19.3% (2016: 20.0%, 2015: 20.3%)

| | | | |
|--|------|------|------|
| Differences in overseas taxation rates ¹ | 48 | 34 | 52 |
| Disposal of the Gynaecology business (mainly at the US tax rate) | – | 56 | – |
| Benefit of US Manufacturing deduction | (9) | (7) | (7) |
| R&D credits | (3) | (3) | (6) |
| Tax losses not recognised | 10 | 1 | 11 |
| Utilisation of previously unrecognised tax losses | (6) | (9) | – |
| Impact of US tax reform | (32) | – | – |
| Expenses not deductible for tax purposes | 11 | 23 | 14 |
| Changes in tax rates | (5) | 1 | (3) |
| Adjustments in respect of prior years ² | (71) | (30) | (25) |
| Total taxation as per the income statement | 112 | 278 | 149 |

1 Mainly relates to profits taxed in the US at a rate higher than the UK statutory rate and includes the impact of intra-group loans provided to finance US acquisitions and business operations.

2 The adjustments in respect of prior years are explained on the previous page.

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5.2 Deferred taxation

Movements in the main components of deferred tax assets and liabilities were as follows:

| | Accelerated tax depreciation \$ million | Intangibles \$ million | Retirement benefit obligation \$ million | Macrotecture \$ million | Inventory, provisions, losses and other differences \$ million | Total \$ million |
|---|--|---------------------------|---|----------------------------|---|---------------------|
| At 31 | | | | | | |
| December 2015 | (62) | (223) | 39 | 52 | 222 | 28 |
| Exchange adjustment | – | 2 | – | – | (3) | (1) |
| Movement in income statement – current year | – | 34 | (16) | – | (42) | (24) |
| Movement in income statement – prior years | (11) | 6 | (2) | – | (16) | (23) |
| Movement in other comprehensive income | – | – | 7 | – | (1) | 6 |
| Movement in equity | – | – | – | – | 2 | 2 |
| Changes in tax rate | – | 1 | – | – | (1) | – |
| Acquisitions | – | (29) | – | – | 44 | 15 |
| At 31 December 2016 | (73) | (209) | 28 | 52 | 205 | 3 |
| Exchange adjustment | 1 | (2) | 2 | – | 13 | 14 |
| Movement in income statement – current year | (9) | 15 | (6) | (1) | (31) | (32) |
| Movement in income statement – prior years | 2 | 4 | – | – | 5 | 11 |
| Movement in other comprehensive income | – | – | (17) | – | 4 | (13) |
| Movement in equity | – | – | – | – | (3) | (3) |
| Changes in tax rate | 29 | 71 | – | (18) | (33) | 49 |
| Acquisitions | – | (22) | – | – | 23 | 1 |
| At 31 December 2017 | (50) | (143) | 7 | 33 | 183 | 30 |
| Represented by: | | | | | | |

| | 2017 | 2016 |
|-----------------------------|------------|------------|
| | \$ million | \$ million |
| Deferred tax assets | 127 | 97 |
| Deferred tax liabilities | (97) | (94) |
| Net position at 31 December | 30 | 3 |

The Group has gross unused trading and non-trading tax losses of \$271m (2016: \$230m) and gross unused capital losses of \$113m (2016: \$122m) available for offset against future profits of which \$32m of trading losses will expire within 3-8 years from the balance sheet date if not utilised. A deferred tax asset of \$38m (2016: \$45m) has been recognised in respect of \$132m (2016: \$109m) of the trading and non-trading tax losses. No deferred tax asset has been recognised on the remaining unused tax losses as they are not expected to be realised in the foreseeable future. There are no temporary differences in respect of investments in subsidiaries and associates for which deferred tax liabilities have not been recognised (2016: temporary differences of approximately \$483m).

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6 EARNINGS PER ORDINARY SHARE

Accounting policies

Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders by the weighted average number of ordinary shares in issue during the year, excluding shares held by the Company in the Employees' Share Trust or as treasury shares.

Diluted earnings per share

Diluted earnings per share is calculated by adjusting the basic earnings per share for the effect of conversion to ordinary shares associated with dilutive potential ordinary shares, which comprise share options and awards granted to employees.

Adjusted earnings per share

Adjusted earnings per share is a trend measure, which presents the long-term profitability of the Group excluding the impact of specific transactions that management considers affects the Group's short-term profitability. The Group presents this measure to assist investors in their understanding of trends. Adjusted attributable profit is the numerator used for this measure. The Group has identified the following items as those to be excluded when arriving at adjusted attributable profit: acquisitions and disposals related items including amortisation and impairment of acquisition intangible assets; significant restructuring programmes; significant gains and losses arising from legal disputes and other significant items (including US tax reform) and taxation thereon.

The calculations of the basic, diluted and adjusted earnings per ordinary share are based on the following attributable profit and numbers of shares:

| | 2017 | 2016 | 2015 |
|--|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Earnings | | | |
| Attributable profit for the year | 767 | 784 | 410 |
| Adjusted attributable profit (see below) | 826 | 735 | 761 |

Attributable profit is reconciled to adjusted attributable profit as follows:

| | Notes | 2017 | 2016 | 2015 |
|----------------------------------|-------|------------|------------|------------|
| | | \$ million | \$ million | \$ million |
| Attributable profit for the year | | 767 | 784 | 410 |
| Acquisition-related costs | | (10) | 9 | 25 |

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| | | | | |
|--|----|------|-------|-------|
| Restructuring and rationalisation expenses | 3 | – | 62 | 65 |
| Amortisation and impairment of acquisition intangibles | 9 | 140 | 178 | 204 |
| Legal and other ¹ | | (13) | (20) | 187 |
| Profit on disposal of business | 21 | – | (326) | – |
| US tax reform | 5 | (32) | – | – |
| Taxation on excluded items | 5 | (26) | 48 | (130) |
| Adjusted attributable profit | | 826 | 735 | 761 |

¹ Legal and other credit in 2017 includes \$16m within operating profits (refer to Note 2.5), and a \$3m charge within other finance costs for unwinding of the discount on the provision for known, anticipated and settled metal-on-metal hip claims. In 2016 the legal and other credit includes \$30m within operating profits (refer to Note 2.5), a \$5m charge within other finance costs for unwinding of the discount on the provision for known, anticipated and settled metal-on-metal hip claims, and a \$5m charge within share of results of associates for expenses incurred by Bioventus for an aborted initial public offering of shares. In 2015, legal and other costs include \$190m within operating profit (refer to Note 2.5) and a \$3m net interest credit.

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The numerators used for basic and diluted earnings per ordinary share are the same. The denominators used for all categories of earnings for basic and diluted earnings per ordinary share are as follows:

| | 2017 | 2016 | 2015 |
|--|-------|-------|-------|
| Number of shares (millions) | | | |
| Basic weighted number of shares | 874 | 890 | 894 |
| Dilutive impact of share options outstanding | 1 | 3 | 5 |
| Diluted weighted average number of shares | 875 | 893 | 899 |
| Earnings per ordinary share | | | |
| Basic | 87.8¢ | 88.1¢ | 45.9¢ |
| Diluted | 87.7¢ | 87.8¢ | 45.6¢ |
| Adjusted ² | 94.5¢ | 82.6¢ | 85.1¢ |

2 Adjusted earnings per share is calculated using the basic weighted number of shares.

7 PROPERTY, PLANT AND EQUIPMENT

Accounting policies

Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is ultimately recognised in profit or loss. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated. The estimated useful lives of items of property, plant and equipment is 3–20 years and for buildings is 20–50 years.

Assets in course of construction are not depreciated until they are available for use.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Finance costs relating to the purchase or construction of property, plant and equipment and intangible assets that take longer than one year to complete are capitalised based on the Group weighted average borrowing costs. All other finance costs are expensed as incurred.

Impairment of assets

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Where it is not possible to estimate the

recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which it belongs.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value-in-use. In assessing value-in-use, its estimated future cash flow is discounted to its present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset.

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| | Notes | Land and buildings | | Plant and equipment | | Assets in course of construction \$ million | Total \$ million |
|--------------------------------|-------|------------------------|-------------------------|---------------------------|------------------------|--|------------------------|
| | | Freehold \$ million | Leasehold \$ million | Instruments \$ million | Other \$ million | | |
| Cost | | | | | | | |
| At 1 January 2016 | | 154 | 58 | 1,042 | 1,003 | 156 | 2,413 |
| Exchange adjustment | | (6) | – | (22) | (46) | (5) | (79) |
| Acquisitions | 21 | – | – | 2 | – | – | 2 |
| Additions | | 1 | 1 | 166 | 72 | 80 | 320 |
| Disposals | 21 | – | – | (76) | (39) | (3) | (118) |
| Transfers | | 16 | 60 | 4 | 33 | (113) | – |
| At 31 December 2016 | | 165 | 119 | 1,116 | 1,023 | 115 | 2,538 |
| Exchange adjustment | | 6 | 1 | 63 | 33 | 3 | 106 |
| Acquisitions | 21 | – | – | – | 1 | – | 1 |
| Additions | | 1 | – | 176 | 28 | 103 | 308 |
| Disposals | | – | (27) | (73) | (79) | (12) | (191) |
| Transfers | | 56 | (20) | 2 | 56 | (115) | (21) |
| At 31 December 2017 | | 228 | 73 | 1,284 | 1,062 | 94 | 2,741 |
| Depreciation and impairment | | | | | | | |
| At 1 January 2016 | | 48 | 35 | 732 | 655 | 11 | 1,481 |
| Exchange adjustment | | (3) | – | (15) | (34) | – | (52) |
| Charge for the year | | 5 | 7 | 131 | 81 | – | 224 |
| Disposals | | – | – | (67) | (30) | – | (97) |
| At 31 December 2016 | | 50 | 42 | 781 | 672 | 11 | 1,556 |
| Exchange adjustment | | 3 | – | 45 | 24 | – | 72 |
| Charge for the year | | 6 | 7 | 146 | 84 | – | 243 |
| Disposals | | – | (22) | (67) | (74) | (11) | (174) |
| Transfers | | 2 | 3 | (1) | (9) | – | (5) |
| At 31 December 2017 | | 61 | 30 | 904 | 697 | – | 1,692 |
| Net book amounts | | | | | | | |

| | | | | | | |
|---------------|-----|----|-----|-----|-----|-------|
| At 31 | | | | | | |
| December 2017 | 167 | 43 | 380 | 365 | 94 | 1,049 |
| At 31 | | | | | | |
| December 2016 | 115 | 77 | 335 | 351 | 104 | 982 |

Land and buildings includes land with a cost of \$21m (2016: \$19m) that is not subject to depreciation. There were no assets held under finance leases at 31 December 2017 (2016: assets held under finance leases with a net book value of \$5m were included within land and buildings).

Transfers from assets in course of construction includes \$4m (2016: \$nil) of software and \$12m (2016: \$nil) net book value of other non-current assets.

Group capital expenditure relating to property, plant and equipment contracted but not provided for amounted to \$26m (2016: \$55m).

The amount of borrowing costs capitalised in 2017 and 2016 was minimal.

8 GOODWILL

Accounting policy

Goodwill is not amortised but is reviewed for impairment annually. Goodwill is allocated to the cash-generating unit (CGU) that is expected to benefit from the acquisition. The goodwill is tested annually for impairment by comparing the recoverable amount to the carrying value of the CGUs. The CGUs identified by management are at the aggregated product franchise levels of Orthopaedics, Other Surgical Devices and Advanced Wound Management, in the way the core assets are used to generate cash flows.

If the recoverable amount of the CGU is less than its carrying amount then an impairment loss is determined to have occurred. Any impairment losses that arise are recognised immediately in the income statement and are allocated first to reduce the carrying amount of goodwill and then to the carrying amounts of the other assets of the CGU.

In carrying out impairment reviews of goodwill a number of significant assumptions have to be made when preparing cash flow projections. These include the future rate of market growth, discount rates, the market demand for the products acquired, the future profitability of acquired businesses or products, levels of reimbursement and success in obtaining regulatory approvals. If actual results should differ, or changes in expectations arise, impairment charges may be required which would adversely impact operating results.

| | Notes | 2017 \$ million | 2016 \$ million |
|------------------------------|-------|--------------------|--------------------|
| Cost | | | |
| At 1 January | | 2,188 | 2,012 |
| Exchange adjustment | | 51 | (35) |
| Acquisitions | 21 | 132 | 211 |
| At 31 December | | 2,371 | 2,188 |
| Impairment | | | |
| At 1 January and 31 December | | – | – |
| Net book amounts | | 2,371 | 2,188 |

Management has identified four CGUs in applying the provisions of IAS 36 Impairment of Assets: Orthopaedics (Reconstruction and Trauma), Other Surgical Devices, Advanced Wound Care & Devices and Bioactives.

For the purpose of goodwill impairment testing, the Advanced Wound Care & Devices and Bioactives CGUs have been aggregated (Advanced Wound Management), as this is the level at which goodwill is monitored and level at which the economic benefits relating to the goodwill within these CGUs is realised.

Goodwill is allocated to the Group's CGUs as follows:

| | 2017 \$ million | 2016 \$ million |
|------------------------|--------------------|--------------------|
| Orthopaedics | 566 | 551 |
| Other Surgical Devices | 1,501 | 1,351 |

| | | |
|---------------------------|-------|-------|
| Advanced Wound Management | 304 | 286 |
| | 2,371 | 2,188 |

Impairment reviews were performed in September 2017 and September 2016 by comparing the recoverable amount of each CGU with its carrying amount, including goodwill. These were updated during December, taking into account any significant events that occurred between September and December.

For each CGU, the recoverable amounts are based on value-in-use which is calculated from pre-tax cash flow projections for five years using data from the Group's budget and strategic planning process, the results of which are reviewed and approved by the Board. These projections exclude any estimated future cash inflows or outflows expected to arise from future restructurings. The five-year period is in line with the Group's strategic planning process. In determining the growth rates used in the calculations of the value-in-use, management considered annual revenue growth. Projections are based on anticipated volume and value growth in the markets served by the Group and assumptions as to market share movements. Each year the projections for the previous year are compared to actual results and variances are factored into the assumptions used in the current year. The discount rates used in the value-in-use calculations reflect management's assessment of risks specific to the assets of each CGU.

8.1 Orthopaedics CGU

The sales growth and trading profit margin used in the value-in-use calculation for the Orthopaedics CGU, which includes the Reconstruction and Trauma businesses, reflects management's distinctive orthopaedic reconstruction strategy, which combines cutting edge innovation, disruptive business models and a strong Emerging Markets platform to drive outperformance.

Revenue growth rates for the five-year period ranged from 1.0% to 10.6% for the various components of the Orthopaedics CGU. The average growth rate used to extrapolate the cash flows beyond the five-year period in calculating the terminal value is 2.0%. The pre-tax discount rate used in the Orthopaedics CGU value-in-use calculation reflects the geographical mix and is 10.0%.

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8.2 Other Surgical Devices CGU

The value-in-use calculation for the Other Surgical Devices CGU reflects growth rates and trading profit margins consistent with management's strategy to rebalance Smith & Nephew towards higher growth areas such as, for example, Sports Medicine. Revenue growth rates for the five-year period ranged from 1.0% to 9.0% for the various components of the Other Surgical Devices CGU. The weighted average growth rate used to extrapolate the cash flows beyond the five-year period in calculating the terminal value is 2.0%. The pre-tax discount rate used in the Other Surgical Devices CGU value-in-use calculation reflects the geographical mix of the revenues and is 10.0%.

8.3 Advanced Wound Management CGU

The aggregated Advanced Wound Management CGU comprises the Advanced Wound Care & Devices and Bioactives CGUs. In performing the value-in-use calculation for this combined CGU, management considered the Group's focus across the wound product franchises, focusing on widening access to the customer, the higher added value sectors of healing chronic wounds and tissue repair using bioactives, and by continuing to improve efficiency. Revenue growth rates for the five-year period ranged from 2.0% to 17.3% for the various components of the Advanced Wound Management CGU. The weighted average growth rate used to extrapolate the cash flows beyond the five-year period in calculating the terminal value is 2.0%. The pre-tax discount rate used in the Advanced Wound Management CGU value-in-use calculation reflects the geographical mix and industry sector and is 10.0%.

8.4 Sensitivity to changes in assumptions used in value-in-use calculations

The calculations of value-in-use for the identified CGUs are most sensitive to changes in discount and growth rates. Management's consideration of these sensitivities is set out below:

- Growth of market and market share – management has considered the impact of a variance in market growth and market share. The value-in-use calculations shows that if the assumed long-term growth rates were reduced to nil, the recoverable amount of each CGU would still be greater than its carrying value.
- Discount rate – management has considered the impact of an increase in the discount rate applied to the value-in-use calculations. This sensitivity analysis shows that for the recoverable amount of each CGU to be less than its carrying value, the discount rate would have to be increased to 29.5% for the Orthopaedics CGU, 16.6% for the Other Surgical Devices CGU and 26.3% for the Advanced Wound Management CGU.

9 INTANGIBLE ASSETS

Accounting policies

Intangible assets

Intangible assets acquired separately from a business combination (including purchased patents, know-how, trademarks, licences and distribution rights) are initially measured at cost. The cost of intangible assets acquired in a material business combination (referred to as acquisition intangibles) is the fair value as at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. All intangible assets are amortised on a straight-line basis over their estimated useful economic lives. The estimated useful economic life of an intangible asset ranges between three and 20 years depending on its nature. Internally-generated intangible assets are expensed in the income statement as incurred. Purchased computer software and certain costs of information technology projects are capitalised as intangible assets. Software that is integral to computer hardware is capitalised as plant and equipment.

Contingent consideration

Contingent consideration receivable associated with the sale of product rights and other assets outside of a business combination is recognised at the time of purchase to the extent that the future event upon which the contingent consideration is conditional is within the Group's control, or to the extent that it is considered to be virtually certain that the contingent consideration will become due. If the contingent consideration is outside of the Group's control or it cannot be considered virtually certain that it will become due, an asset and corresponding entry in profit and loss is recognised only once it becomes virtually certain that the contingent consideration will become due. Contingent consideration payable associated with the purchase of product rights and other assets outside of a business combination is recognised at the time of sale to the extent that the future event upon which the contingent consideration is conditional is under the control of the seller and it is considered probable that the contingent consideration will become due. Contingent consideration associated within a contingent condition that is within the Group's control is recognised at the point when the contingent condition is met.

Impairment of intangible assets

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which it belongs. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value-in-use. In assessing value-in-use, its estimated future cash flow is discounted to its present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset.

In carrying out impairment reviews of intangible assets a number of significant assumptions have to be made when preparing cash flow projections. These include the future rate of market growth, discount rates, the market demand for the products acquired, the future profitability of acquired businesses or products, levels of reimbursement and success in obtaining regulatory approvals. If actual results should differ, or changes in expectations should arise, impairment charges may be required which would adversely impact operating results.

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| | Technology \$ million | Product- related \$ million | Customer and distribution related \$ million | Software \$ million | Total \$ million |
|---|--------------------------|-----------------------------------|---|------------------------|---------------------|
| Cost | | | | | |
| At 1 January 2016 | 235 | 1,864 | 119 | 289 | 2,507 |
| Exchange adjustment | (2) | (20) | 2 | (8) | (28) |
| Acquisitions ¹ | 68 | 17 | – | – | 85 |
| Additions | – | 24 | – | 48 | 72 |
| Disposals | – | (36) | – | – | (36) |
| At 31 December 2016 | 301 | 1,849 | 121 | 329 | 2,600 |
| Exchange adjustment | 10 | 38 | 1 | 12 | 61 |
| Acquisitions ¹ | 59 | 2 | – | – | 61 |
| Additions | – | 2 | 3 | 63 | 68 |
| Disposals | (6) | (43) | (5) | (5) | (59) |
| Transfers | (6) | 6 | – | 4 | 4 |
| At 31 December 2017 | 358 | 1,854 | 120 | 403 | 2,735 |
| Amortisation and impairment | | | | | |
| At 1 January 2016 | 21 | 759 | 69 | 156 | 1,005 |
| Exchange adjustment | – | (16) | 1 | (4) | (19) |
| Charge for the year – amortisation ² | 15 | 131 | 10 | 35 | 191 |
| Charge for the year – impairment | – | 48 | – | – | 48 |
| Disposals | – | (36) | – | – | (36) |
| At 31 December 2016 | 36 | 886 | 80 | 187 | 1,189 |
| Exchange adjustment | 2 | 21 | 1 | 6 | 30 |
| Charge for the year – amortisation | 6 | 133 | 15 | 38 | 192 |
| Charge for the year – impairment | – | 10 | – | – | 10 |
| Disposals | 11 | (61) | (3) | (4) | (57) |
| Transfers | (4) | 4 | – | – | – |
| At 31 December 2017 | 51 | 993 | 93 | 227 | 1,364 |
| Net book amounts | | | | | |
| At 31 December 2017 | 307 | 861 | 27 | 176 | 1,371 |
| At 31 December 2016 | 265 | 963 | 41 | 142 | 1,411 |

1 In 2017 this relates to technology and product-related intangibles acquired with the purchase of Rotation Medical, Inc. In 2016 this relates to technology and product related intangibles acquired with the purchase of Blue Belt Technologies Inc. and BST-CarGel.

2 The amortisation charge between technology and product-related intangibles has been restated by \$33m with no impact on the total net book value of intangible assets.

Amortisation and impairment of acquisition intangibles is set out below:

2017 2016

| | \$ million | \$ million |
|-----------------------------------|------------|------------|
| Technology | 6 | 48 |
| Product-related | 124 | 126 |
| Customer and distribution related | 10 | 4 |
| Total | 140 | 178 |

Group capital expenditure relating to software contracted but not provided for amounted to \$nil (2016: \$9m). In 2017, a product-related intangible asset was determined to have a value in use below its carrying value, resulting in an impairment charge of \$10m being recognised.

In determining the recoverable amount of the Coblation technology asset acquired with the purchase of ArthroCare in 2014, revenue from products utilising this technology was assumed to have a growth rate of 4-5% in the medium term. This supported the carrying value of the Coblation technology asset but a reduction of 4% would give rise to there being no headroom.

In 2016, two product-related intangible assets were determined to have a value in use below their carrying value, resulting in an impairment charge being recognised. The impairment charge primarily relates to \$32m from Oasis, calculated using a discount rate of 10.3%, a product right acquired with the Healthpoint acquisition in 2012. The continued reimbursement pressure in 2016 resulted in revenues not increasing at the previously expected rate. The second product-related intangible asset has no residual carrying value.

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10 INVESTMENTS

Accounting policy

Investments, other than those related to associates, are initially recorded at fair value plus any directly attributable transaction costs on the trade date. The Group has investments in unquoted entities and an entity that holds mainly unquoted equity securities, which by their nature have no fixed maturity date or coupon rate. These investments are classed as 'available-for-sale' carried at fair value. The fair value of these investments are based on the underlying fair value of the equity securities: marketable securities are valued by reference to closing prices in the market; and non-marketable securities are estimated considering factors including the purchase price; prices of recent significant private placements of securities of the same issuer and estimates of liquidation value. Changes in fair value are recognised in other comprehensive income except where management considers that there is objective evidence of an impairment of the underlying equity securities. Objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost less any impairment loss previously recognised. Impairment losses are recognised by reclassifying the losses accumulated in other reserves to profit or loss.

| | 2017 | 2016 |
|--------------------------|------------|------------|
| | \$ million | \$ million |
| At 1 January | 25 | 13 |
| Additions | 8 | 2 |
| Fair value remeasurement | (10) | 10 |
| Impairment | (2) | – |
| At 31 December | 21 | 25 |

11 INVESTMENTS IN ASSOCIATES

Accounting policy

Investments in associates, being those entities over which the Group has a significant influence and which is neither a subsidiary nor a joint venture, are accounted for using the equity method, with the Group recording its share of the associates' profit and loss and other comprehensive income. The Group's share of associates' profit or loss is included in one separate income statement line and is calculated after deduction of their respective taxes.

At 31 December 2017 and 31 December 2016, the Group holds 49% of Bioventus LLC (Bioventus). Bioventus is a limited liability company operating as a partnership. The company's headquarters is located in Durham, North Carolina, US. Bioventus focuses its medical product development around its core competencies of orthobiologic therapies and orthopaedic diagnostics from which it develops and markets clinically proven orthopaedic therapies and diagnostic tools, including osteoarthritis pain treatments, bone growth stimulators and ultrasound devices. Bioventus sells bone healing stimulation devices and is a provider of osteoarthritis injection therapies. The Group's ability to recover the value of its investment is dependent upon the ongoing clinical and commercial success of these products. The profit after taxation recognised in the income statement relating to Bioventus was \$6m (2016: loss after taxation

\$3m).

The carrying amount of this investment was reviewed for impairment as at the balance sheet date. For the purposes of impairment testing the recoverable amount of this investment was based on its fair value less cost to sell, estimated using discounted cash flows.

The amounts recognised in the balance sheet and income statement for associates are as follows:

| | 2017 | 2016 |
|--------------------------------|------------|------------|
| | \$ million | \$ million |
| Balance sheet | 118 | 112 |
| Income statement profit/(loss) | 6 | (3) |

Summarised financial information for significant associates

Set out below is the summarised financial information for Bioventus, adjusted for differences with Group accounting policies:

| | 2017 | 2016 |
|--|------------|------------|
| | \$ million | \$ million |
| Summarised statement of comprehensive income | | |
| Revenue | 301 | 282 |
| Attributable profit/(loss) for the year | 1 | (21) |
| Group adjustments ¹ | 11 | 15 |
| Total comprehensive profit/(loss) | 12 | (6) |
| Group share of profit/(loss) for the year at 49% | 6 | (3) |

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| | 2017 | 2016 |
|--|------------|------------|
| | \$ million | \$ million |
| Summarised balance sheet | | |
| Non-current assets | 332 | 364 |
| Current assets | 122 | 105 |
| Non-current liabilities | (246) | (258) |
| Current liabilities | (47) | (53) |
| Net assets | 161 | 158 |
| Group's share of net assets at 49% | 79 | 77 |
| Group adjustments ¹ | 35 | 32 |
| Group's carrying amount of investment at 49% | 114 | 109 |

1 Group adjustments include an adjustment to align the useful life of intangible assets with Group policy.

At December 2017, the Group held an equity investment in one other associate (2016: one) with a carrying value of \$3m (2016: \$3m).

12 INVENTORIES

Accounting policy

Finished goods and work-in-progress are valued at factory cost, including appropriate overheads, on a first-in first-out basis. Raw materials and bought-in finished goods are valued at purchase price. All inventories are reduced to net realisable value where lower than cost. Inventory acquired as part of a business acquisition is valued at selling price less costs to sell and a profit allowance for selling efforts.

Orthopaedic instruments are generally not sold but provided to customers and distributors for use in surgery. They are recorded as inventory until they are deployed at which point they are transferred to plant and equipment and depreciated over their useful economic lives of between three and seven years.

A feature of the orthopaedic business is the high level of product inventory required, some of which is located at customer premises and is available for customers' immediate use (referred to as consignment inventory). Complete sets of product, including large and small sizes, have to be made available in this way. These outer sizes are used less frequently than standard sizes and towards the end of the product life cycle are inevitably in excess of requirements. Adjustments to carrying value are therefore required to be made to orthopaedic inventory to anticipate this situation. These adjustments are calculated in accordance with a formula based on levels of inventory compared with historical or forecast usage. This formula is applied on an individual product line basis and is first applied when a product group has been on the market for two years. This method of calculation is considered appropriate based on experience but it involves management judgements on effectiveness of inventory deployment, length of product lives, phase-out of old products and efficiency of manufacturing planning systems.

| 2017 | 2016 | 2015 |
|------------|------------|------------|
| \$ million | \$ million | \$ million |

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| | | | |
|-------------------------------------|-------|-------|-------|
| Raw materials and consumables | 207 | 213 | 205 |
| Work-in-progress | 69 | 55 | 84 |
| Finished goods and goods for resale | 1,028 | 976 | 928 |
| | 1,304 | 1,244 | 1,217 |

Reserves for excess and obsolete inventories were \$296m (2016: \$303m, 2015: \$322m). The decrease in reserves of \$7m in the year comprised a \$20m reduction in the reserve relating to the write-off of inventory which was partially offset by foreign exchange movements of \$13m.

The determination of the estimate of excess and obsolete inventory is a critical accounting estimate and includes assumptions on the future usage of all different items of finished goods. This estimate is not considered to have a range of potential outcomes that is significantly different to the \$296m held at 31 December 2017.

The cost of inventories recognised as an expense and included in cost of goods sold amounted to \$1,013m (2016: \$1,131m, 2015: \$961m). In addition, \$68m was recognised as an expense within cost of goods sold resulting from inventory write-offs (2016: \$85m, 2015: \$73m).

Notwithstanding inventory acquired within acquisitions, no inventory is carried at fair value less costs to sell in any year.

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13 TRADE AND OTHER RECEIVABLES

Accounting policy

Trade and other receivables are carried at amortised cost, less any allowances for uncollectible amounts. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets.

The Group manages credit risk through credit limits which require authorisation commensurate with the size of the limit and which are regularly reviewed. Credit limit decisions are made based on available financial information and the business case. Significant receivables are regularly reviewed and monitored at Group level. The Group has no significant concentration of credit risk, with exposure spread over a large number of customers and geographies. Furthermore, the Group's principal customers are backed by government and public or private medical insurance funding, which historically represent a lower risk of default. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable. The Group does not hold any collateral as security.

| | 2017 \$ million | 2016 \$ million | 2015 \$ million |
|--|--------------------|--------------------|--------------------|
| Trade and other receivables due within one year | | | |
| Trade receivables | 1,125 | 1,042 | 1,003 |
| Less: provision for bad and doubtful debts | (69) | (54) | (64) |
| Trade receivables – net | 1,056 | 988 | 939 |
| Derivatives – forward foreign exchange, currency swaps and interest rate contracts | 28 | 48 | 33 |
| Other receivables | 92 | 76 | 83 |
| Prepayments | 82 | 73 | 83 |
| | 1,258 | 1,185 | 1,138 |
| Due after more than one year | | | |
| Other non-current assets | 16 | – | – |
| | 1,274 | 1,185 | 1,138 |

Trade receivables are classified as loans and receivables. Management considers that the carrying amount of trade and other receivables approximates to the fair value.

The provision for bad and doubtful debts is based on specific assessments of risk and reference to past default experience. The bad debt expense for the year was \$17m (2016: \$7m expense, 2015: \$25m expense).

Other non-current assets primarily relate to long-term prepayments.

The amount of trade receivables that were past due was as follows:

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| | 2017 | 2016 | 2015 |
|--|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Past due not more than three months | 225 | 142 | 154 |
| Past due more than three months and not more than six months | 65 | 51 | 45 |
| Past due more than six months and not more than one year | 66 | 70 | 57 |
| Past due more than one year | 105 | 54 | 53 |
| | 461 | 317 | 309 |
| Neither past due nor impaired | 664 | 725 | 694 |
| Provision for bad and doubtful debts | (69) | (54) | (64) |
| Trade receivables – net | 1,056 | 988 | 939 |

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Movements in the provision for bad and doubtful debts were as follows:

| | 2017 | 2016 | 2015 |
|--|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| At 1 January | 54 | 64 | 47 |
| Exchange adjustment | 3 | (3) | (3) |
| Acquisitions | 1 | – | – |
| Net receivables provided during the year | 17 | 7 | 25 |
| Utilisation of provision | (6) | (14) | (5) |
| At 31 December | 69 | 54 | 64 |

Trade receivables include amounts denominated in the following major currencies:

| | 2017 | 2016 | 2015 |
|-------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| US Dollar | 418 | 416 | 362 |
| Sterling | 54 | 57 | 58 |
| Euro | 212 | 193 | 192 |
| Other | 372 | 322 | 327 |
| Trade receivables – net | 1,056 | 988 | 939 |

14 TRADE AND OTHER PAYABLES

| | 2017 | 2016 |
|--|------------|------------|
| | \$ million | \$ million |
| Trade and other payables due within one year | | |
| Trade and other payables | 873 | 807 |
| Derivatives – forward foreign exchange, currency swaps and interest rate contracts | 48 | 39 |
| Acquisition consideration | 36 | 38 |
| | 957 | 884 |
| Other payables due after one year | | |
| Acquisition consideration | 124 | 82 |
| Other payables | 4 | – |
| | 128 | 82 |

The acquisition consideration includes \$104m (2016: \$56m) contingent upon future events.

The acquisition consideration due after more than one year is expected to be payable as follows: \$50m in 2019, \$24m in 2020, \$43m in 2021, \$2m in 2022, and \$5m due in over five years (2016: \$29m in 2018, \$8m in 2019 and \$20m in 2020, \$11m in 2021, and \$14m due in over five years).

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15 CASH AND BORROWINGS

15.1 Net debt

Net debt comprises borrowings and credit balances on currency swaps less cash at bank.

| | 2017 \$ million | 2016 \$ million |
|---|--------------------|--------------------|
| Bank overdrafts and loans due within one year | 27 | 86 |
| Long-term bank borrowings and finance leases | 300 | 440 |
| Private placement notes | 1,123 | 1,124 |
| Borrowings | 1,450 | 1,650 |
| Cash at bank | (169) | (100) |
| (Debit)/credit balance on derivatives – currency swaps | (2) | 1 |
| Credit/(debit) balance on derivatives – interest rate swaps | 2 | (1) |
| Net debt | 1,281 | 1,550 |

Borrowings are repayable as follows:

| | Within one year or on demand \$ million | Between one and two years \$ million | Between two and three years \$ million | Between three and four years \$ million | Between four and five years \$ million | After five years \$ million | Total \$ million |
|------------------------------|--|---|---|--|---|-----------------------------------|---------------------|
| At 31 December 2017: | | | | | | | |
| Bank loans | 13 | – | 300 | – | – | – | 313 |
| Bank overdrafts | 14 | – | – | – | – | – | 14 |
| Private placement notes | – | 124 | – | 264 | 125 | 610 | 1,123 |
| | 27 | 124 | 300 | 264 | 125 | 610 | 1,450 |
| At 31 December 2016: | | | | | | | |
| Bank loans | 22 | – | 300 | – | 135 | – | 457 |
| Bank overdrafts | 62 | – | – | – | – | – | 62 |
| Finance lease liabilities | 2 | 2 | 3 | – | – | – | 7 |
| Private placement notes | – | – | 125 | – | 264 | 735 | 1,124 |
| | 86 | 2 | 428 | – | 399 | 735 | 1,650 |

15.2 Assets pledged as security

Assets are pledged as security under normal market conditions. Secured borrowings and pledged assets are as follows:

| | 2017 | 2016 |
|---|------------|------------|
| | \$ million | \$ million |
| Finance lease liabilities – due within one year | – | 2 |
| Finance lease liabilities – due after one year | – | 5 |
| Total amount of secured borrowings | – | 7 |
| Total net book value of assets pledged as security: | | |
| Property, plant and equipment | – | 5 |
| | – | 5 |

15.3 Liquidity risk exposures

The Board has established a set of policies to manage funding and currency risks. The Group uses derivative financial instruments only to manage the financial risks associated with underlying business activities and their financing.

Liquidity risk is the risk that the Group is not able to settle or meet its obligations on time or at a reasonable price. The Group's policy is to ensure that there is sufficient funding and facilities in place to meet foreseeable borrowing requirements. The Group manages and monitors liquidity risk through regular reporting of current cash and borrowing balances and periodic preparation and review of short and medium-term cash forecasts, having regard to the maturities of investments and borrowing facilities.

The Group has available committed facilities of \$2.4bn (2016: \$2.4bn). The interest payable on borrowings under committed facilities is either at fixed or floating rates. Floating rates are typically based on the LIBOR (or other reference rate) relevant to the term and currency concerned.

The Company is subject to restrictive covenants under its principal facility agreements. These financial covenants are tested at the end of each half year for the 12 months ending on the last day of the testing period. As of 31 December 2017, the Company was in compliance with these covenants. The facilities are also subject to customary events of default, none of which are currently anticipated to occur.

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The Group's committed facilities are:

| Facility | Date due |
|---|---------------|
| \$80 million 2.47% Senior Notes | November 2019 |
| \$45 million Floating Rate Senior Notes | November 2019 |
| \$300 million bilateral, term loan facility | April 2020 |
| \$75 million 3.23% Senior Notes | January 2021 |
| \$1.0 billion syndicated, revolving credit facility | March 2021 |
| \$190 million 2.97% Senior Notes | November 2021 |
| \$75 million 3.46% Senior Notes | January 2022 |
| \$50 million 3.15% Senior Notes | November 2022 |
| \$105 million 3.26% Senior Notes | November 2023 |
| \$100 million 3.89% Senior Notes | January 2024 |
| \$305 million 3.36% Senior Notes | November 2024 |
| \$25 million Floating Rate Senior Notes | November 2024 |
| \$75 million 3.99% Senior Notes | January 2026 |

15.4 Year end financial liabilities by contractual maturity

The table below analyses the Group's year end financial liabilities by contractual maturity date, including contractual interest payments and excluding the impact of netting arrangements:

| | Within one year or on demand \$ million | Between one and two years \$ million | Between two and five years \$ million | After five years \$ million | Total \$ million |
|--|--|---|--|-----------------------------------|---------------------|
| At 31 December 2017 | | | | | |
| Non-derivative financial liabilities: | | | | | |
| Bank overdrafts and loans | 27 | – | 300 | – | 327 |
| Trade and other payables | 873 | 1 | 1 | 2 | 877 |
| Private placement notes | 36 | 161 | 476 | 647 | 1,320 |
| Acquisition consideration | 36 | 50 | 69 | 5 | 160 |
| Derivative financial liabilities: | | | | | |
| Currency swaps/forward foreign exchange contracts – outflow | 2,737 | – | – | – | 2,737 |
| Currency swaps/forward foreign exchange contracts – inflow | (2,739) | – | – | – | (2,739) |
| | 970 | 212 | 846 | 654 | 2,682 |
| At 31 December 2016 | | | | | |
| Non-derivative financial liabilities: | | | | | |
| Bank overdrafts and loans | 86 | – | 435 | – | 521 |
| Trade and other payables | 807 | – | – | – | 807 |
| Finance lease liabilities | 3 | 3 | 3 | – | 9 |
| Private placement notes | 36 | 36 | 491 | 800 | 1,363 |
| Acquisition consideration | 38 | 30 | 46 | 16 | 130 |

Derivative financial liabilities:

| | | | | | |
|---|---------|----|-----|-----|---------|
| Currency swaps/forward foreign exchange contracts – outflow | 2,284 | – | – | – | 2,284 |
| Currency swaps/forward foreign exchange contracts – inflow | (2,285) | – | – | – | (2,285) |
| | 969 | 69 | 975 | 816 | 2,829 |

The amounts in the tables above are undiscounted cash flows, which differ from the amounts included in the balance sheet where the underlying cash flows have been discounted.

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15.5 Finance leases

Accounting policy

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership to the Group. All other leases are classified as operating leases.

The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Assets held under finance leases are capitalised as property, plant or equipment and depreciated accordingly. Minimum lease payments are apportioned between the finance expense and the reduction in the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Future minimum lease payments under finance leases together with the present value of the minimum lease payments are as follows:

| | 2017 | 2016 |
|---|------------|------------|
| | \$ million | \$ million |
| Within one year | – | 3 |
| After one and within two years | – | 3 |
| After two and within three years | – | 3 |
| After three and within four years | – | – |
| After four and within five years | – | – |
| After five years | – | – |
| Total minimum lease payments | – | 9 |
| Discounted by imputed interest | – | (2) |
| Present value of minimum lease payments | – | 7 |

In 2017, the Group terminated its finance lease. Present value of minimum lease payments can be split out as: \$nil (2016: \$2m) due within one year, \$nil (2016: \$5m) due between one to five years and \$nil (2016: \$nil) due after five years.

Liquidity and capital resources

The Group's policy is to ensure that it has sufficient funding and facilities to meet foreseeable borrowing requirements.

At 31 December 2017, the Group held \$155m (2016: \$38m, 2015: \$102m) in cash net of bank overdrafts. The Group had committed facilities available of \$2,425m at 31 December 2017 of which \$1,425m was drawn. Smith & Nephew intends to repay the amounts due within one year using available cash and drawing down on the longer-term facilities.

The principal variations in the Group's borrowing requirements result from the timing of dividend payments, acquisitions and disposals of businesses, timing of capital expenditure and working capital fluctuations. Smith &

Nephew believes that its capital expenditure needs and its working capital funding for 2018, as well as its other known or expected commitments or liabilities, can be met from its existing resources and facilities. The Group's net debt decreased from \$1,550m at the beginning of 2017 to \$1,281m at the end of 2017, representing an overall decrease of \$269m.

The Group's planned future contributions are considered adequate to cover the current underfunded position in the Group's defined benefit plans.

16 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Accounting policy

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at subsequent balance sheet dates.

Changes in the fair value of derivative financial instruments that are designated and effective as cash flow hedges of forecast third party and intercompany transactions are recognised in other comprehensive income until the associated asset or liability is recognised. Amounts taken to other comprehensive income are transferred to the income statement in the period in which the hedged transaction affects profit and loss. Where the hedged item is the cost of a non-financial asset, the amounts taken to other comprehensive income are transferred to the initial carrying value of the asset.

Currency swaps to match foreign currency net assets with foreign currency liabilities are fair valued at the balance sheet date. Changes in the fair values of currency swaps that are designated and effective as net investment hedges are matched in other comprehensive income against changes in value of the related net assets.

Interest rate derivatives transacted to fix interest rates on floating rate borrowings are accounted for as cash flow hedges and changes in the fair values resulting from changes in market interest rates are recognised in other comprehensive income. Amounts taken to other comprehensive income are transferred to the income statement when the hedged transaction affects profit and loss. Interest rate derivatives transacted to convert fixed rate borrowings into floating rate borrowings are accounted for as fair value hedges and changes in the fair values resulting from changes in market interest rates are recognised in the income statement.

Any ineffectiveness on hedging instruments and changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement within other finance costs as they arise. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. At that point in time, any cumulative gain or loss on the hedging instrument recognised in other comprehensive income is retained there until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in other comprehensive income is transferred.

16.1 Foreign exchange exposures

The Group operates in many countries and as a consequence has transactional and translational foreign exchange exposure. It is Group policy for operating units not to hold material unhedged monetary assets or liabilities other than in their functional currencies.

Foreign exchange variations affect trading results in two ways. Firstly, on translation of overseas sales and profits into US Dollars and secondly, transactional exposures arising where some, or all of the costs of sale are incurred in a different currency from the sale. The principal transactional exposures arise as the proportion of costs in US Dollars, Sterling and Swiss Francs exceed the proportion of sales in each of these currencies and correspondingly the proportion of sales in Euros exceeds the proportion of costs in Euros.

The impact of currency movements on the cost of purchases is partly mitigated by the use of forward foreign exchange contracts. The Group uses forward foreign exchange contracts, designated as cash flow hedges, to hedge forecast third party and intercompany trading cash flows up to one year. When a commitment is entered into, forward foreign exchange contracts are normally used to increase the hedge to 100% of the exposure. Cash flows relating to cash flow hedges are expected to occur within 12 months of inception and profits and losses on hedges are expected to enter into the determination of profit (within cost of goods sold) within a further 12 month period. The principal currencies hedged by forward foreign exchange contracts are US Dollars, Euros, Sterling and Singapore Dollars. At 31 December 2017, the Group had contracted to exchange within one year the equivalent of \$2.3bn (2016: \$1.8bn). Based on the Group's net borrowings as at 31 December 2017, if the US Dollar were to weaken against all currencies by 10%, the Group's net borrowings would decrease by \$3m (2016: decrease by \$1m) as the Group held a higher amount of foreign denominated cash than foreign denominated borrowings.

If the US Dollar were to weaken by 10% against all other currencies, then the fair value of the forward foreign exchange contracts as at 31 December 2017 would have been \$53m lower (2016: \$51m lower). Similarly, if the Euro were to weaken by 10% against all other currencies, then the fair value of the forward foreign exchange contracts as at 31 December 2017 would have been \$12m higher (2016: \$17m higher). Movements in the fair value of forward foreign exchange contracts would be recognised in other comprehensive income and accumulated in the hedging reserve.

A 10% strengthening of the US Dollar or Euro against all other currencies at 31 December 2017 would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

The Group's policy is to hedge all actual foreign exchange exposures and the Group's forward foreign exchange contracts are designated as cash flow hedges. The net impact of transaction related foreign exchange on the income statement from a movement in exchange rates on the value of forward foreign exchange contracts is not significant. In addition, the movements in the fair value of other financial instruments used for hedging such as currency swaps for which hedge accounting is not applied, offset movements in the values of assets and liabilities and are recognised through the income statement.

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16.2 Interest rate exposures

The Group is exposed to interest rate risk on cash, borrowings and certain currency and interest rate swaps which are at floating rates. When required the Group uses interest rate derivatives to meet its objective of protecting borrowing costs within parameters set by the Board. These interest rate derivatives are accounted for as cash flow hedges and, as such, changes in fair value resulting from changes in market interest rates are recognised in other comprehensive income and accumulated in the hedging reserve, with the fair value of the interest rate derivatives recorded in the balance sheet.

Additionally, the Group uses interest rate swaps to reduce the overall level of fixed rate debt, within parameters set by the Board. When used in this way, interest rate derivatives are accounted for as fair value hedges. The fair value movement of the derivative is offset in the income statement against the fair value movement in the underlying fixed rate debt.

Based on the Group's gross borrowings as at 31 December 2017, if interest rates were to increase by 100 basis points in all currencies then the annual net interest charge would increase by \$6m (2016: \$7m). A decrease in interest rates by 100 basis points in all currencies would have an equal but opposite effect to the amounts shown above.

16.3 Credit risk exposures

The Group limits exposure to credit risk on counterparties used for financial instruments through a system of internal credit limits. The financial exposure of a counterparty is determined as the total of cash and deposits, plus the risk on derivative instruments, assessed as the fair value of the instrument plus a risk element based on the nominal value and the historic volatility of the market value of the instrument. The Group does not anticipate non-performance of counterparties and believes it is not subject to material concentration of credit risk as the Group operates within a policy of counterparty limits designed to reduce exposure to any single counterparty.

The maximum credit risk exposure on derivatives at 31 December 2017 was \$28m (2016: \$48m), being the total debit fair values on forward foreign exchange contracts and currency swaps. The maximum credit risk exposure on cash at bank at 31 December 2017 was \$169m (2016: \$100m). The Group's exposure to credit risk is not material as the amounts are held in a wide number of banks in a number of different countries.

Credit risk on trade receivables is detailed in Note 13.

16.4 Currency and interest rate profile of interest bearing liabilities and assets

Short-term debtors and creditors are excluded from the following disclosures.

Currency and interest rate profile of interest bearing liabilities:

Fixed rate liabilities
Weighted

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| | Gross borrowings \$ million | Currency swaps \$ million | Interest rate swaps \$million | Total liabilities \$ million | Floating rate liabilities \$ million | Fixed rate liabilities \$ million | Weighted average interest rate % | average time for which rate is fixed Years |
|------------------------------------|--------------------------------|------------------------------|----------------------------------|---------------------------------|---|--------------------------------------|-------------------------------------|---|
| At 31 December 2017 | | | | | | | | |
| US Dollar | (1,428) | (291) | (2) | (1,721) | (866) | (855) | 3.4 | 5.8 |
| Other | (22) | (95) | – | (117) | (117) | – | – | – |
| Total interest bearing liabilities | (1,450) | (386) | (2) | (1,838) | (983) | (855) | | |
| At 31 December 2016 | | | | | | | | |
| US Dollar | (1,588) | (367) | (1) | (1,956) | (1,108) | (862) | 3.5 | 6.8 |
| Other | (62) | (81) | – | (143) | (129) | – | – | – |
| Total interest bearing liabilities | (1,650) | (448) | (1) | (2,099) | (1,237) | (862) | | |

At 31 December 2017, \$nil (2016: \$7m) of fixed rate liabilities related to finance leases. In 2017, the Group also had liabilities due for deferred and contingent acquisition consideration (denominated in US Dollars, Euros, Turkish Lira and Russian Rubles) totalling \$160m (2016: \$120m, 2015: \$27m) on which no interest was payable (see Note 14).

There were no other significant interest bearing financial liabilities.

Floating rates on liabilities are typically based on the one, three or six-month LIBOR (or other reference rate) relevant to the currency concerned. The weighted average interest rate on floating rate borrowings as at 31 December 2017 was 3% (2016: 2%).

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Currency and interest rate profile of interest bearing assets:

| | Interest rate swaps \$ million | Cash at bank \$ million | Currency swaps \$ million | Total assets \$ million | Floating rate assets \$ million | Fixed rate assets \$ million |
|----------------------------------|--------------------------------------|-------------------------------|---------------------------------|----------------------------|---------------------------------------|------------------------------------|
| At 31 December 2017 | | | | | | |
| US Dollars | – | 110 | 94 | 204 | 204 | – |
| Other | – | 59 | 294 | 353 | 353 | – |
| Total interest bearing assets | – | 169 | 388 | 557 | 557 | – |
| At 31 December 2016 | | | | | | |
| US Dollars | – | 29 | 83 | 112 | 112 | – |
| Other | – | 71 | 366 | 437 | 437 | – |
| Total interest bearing assets | – | 100 | 449 | 549 | 549 | – |

Floating rates on assets are typically based on the short-term deposit rates relevant to the currency concerned.

16.5 Fair value of financial assets and liabilities

Accounting policy

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial assets and liabilities and non-financial assets acquired in a business combination (see Note 21).

When measuring the fair value of an asset or liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in the fair value hierarchy based on the inputs used in the valuation techniques as follows: Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3: inputs for the asset or liability that are not based on observable data (unobservable inputs).

The Group recognises transfers between the levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

There has been no change in the classification of financial assets and liabilities, the method and assumptions used in determining fair value and the categorisation of financial assets and liabilities within the fair value hierarchy from those disclosed in the Annual Report for the year ended 31 December 2016.

The Group enters into derivative financial instruments with financial institutions with investment grade credit ratings. The fair value of forward foreign exchange contracts is calculated by reference to quoted market forward exchange rates for contracts with similar maturity profiles. The fair value of currency swaps is determined by reference to quoted market spot rates. As a result, foreign forward exchange contracts and currency swaps are classified as Level 2

within the fair value hierarchy. The changes in counterparty credit risk had no material effect on the hedge effectiveness for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

The fair value of investments is based upon third party pricing models for share issues. As a result, investments are considered Level 3 in the fair value hierarchy. There were no transfers between Levels 1, 2 and 3 during 2017 and 2016. For cash and cash equivalents, short-term loans and receivables, overdrafts and other short-term liabilities which have a maturity of less than three months, the book values approximate the fair values because of their short-term nature.

Long-term borrowings are measured in the balance sheet at amortised cost. As the Group's long-term borrowings are not quoted publicly and as market prices are not available, their fair values are estimated by discounting future contractual cash flows to net present values at the current market interest rates available to the Group for similar financial instruments as at the year end.

The fair value of the private placement notes is determined using a discounted cash flow model based on prevailing market rates.

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The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

| | Designated at fair value \$ million | Fair value – hedging instruments \$ million | Loans and receivables \$ million | Available for sale \$ million | Other financial liabilities \$ million | Carrying amount | | | Total \$ million |
|----------------------------------|--|--|---|-------------------------------------|---|---------------------|-----------------------|-----------------------|---------------------|
| | | | | | | Total \$ million | Level 2 \$ million | Level 3 \$ million | |
| December 2017 | | | | | | | | | |
| Assets | | | | | | | | | |
| At fair value | | | | | | | | | |
| Foreign | | | | | | | | | |
| Contracts | – | 25 | – | – | – | 25 | 25 | – | 25 |
| Swaps | – | – | – | 21 | – | 21 | – | 21 | 21 |
| Other | 3 | – | – | – | – | 3 | 3 | – | 3 |
| Total | 3 | 25 | – | 21 | – | 49 | | | 49 |
| Liabilities | | | | | | | | | |
| At fair value | | | | | | | | | |
| Foreign | | | | | | | | | |
| Contracts | (104) | – | – | – | – | (104) | – | (104) | (104) |
| Swaps | – | (45) | – | – | – | (45) | (45) | – | (45) |
| Other | (1) | – | – | – | – | (1) | (1) | – | (1) |
| Debt | – | (2) | – | – | – | (2) | (2) | – | (2) |
| Total | (105) | (47) | (198) | – | – | (350) | (198) | – | (350) |
| Assets not at fair value | | | | | | | | | |
| Other | – | – | 1,148 | – | – | 1,148 | | | 1,148 |
| Bank | – | – | 169 | – | – | 169 | | | 169 |
| Total | – | – | 1,317 | – | – | 1,317 | | | 1,317 |
| Liabilities not at fair value | | | | | | | | | |
| Foreign | | | | | | | | | |
| Drafts | (56) | – | – | – | – | (56) | | | (56) |
| Other | – | – | – | – | (14) | (14) | | | (14) |
| Debt | – | – | – | – | (313) | (313) | | | (313) |
| Total | – | – | – | – | (925) | (925) | (931) | – | (925) |
| Other | – | – | – | – | (877) | (877) | | | (877) |

(56) – – – (2,129) (2,185)

Total acquisition consideration measured at fair value increased from \$56m at 31 December 2016 to \$104m at 31 December 2017 due to the addition of \$72m relating to the Rotation Medical, Inc. acquisition which was partially offset by \$14m of acquisition payments and a remeasurement reduction of \$10m. The fair value of contingent consideration is estimated using a discounted cash flow model. The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The expected payment is determined by considering the possible scenarios, which relate to the achievement of established milestones and targets, the amount to be paid under each scenario and the probability of each scenario. As a result, contingent consideration is classified as Level 3 within the fair value hierarchy.

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| | Designated at fair value \$ million | Fair value – hedging instruments \$ million | Loans and receivables \$ million | Available for sale \$ million | Other financial liabilities \$ million | Carrying amount | | | Total \$ million |
|-----------------|--|--|---|-------------------------------------|---|---------------------|-----------------------|-----------------------|---------------------|
| | | | | | | Total \$ million | Level 2 \$ million | Level 3 \$ million | |
| September 2016 | | | | | | | | | |
| Assets | | | | | | | | | |
| at fair value | | | | | | | | | |
| Foreign | | | | | | | | | |
| contracts | – | 45 | – | – | – | 45 | 45 | – | 45 |
| debt | – | – | – | 25 | – | 25 | – | 25 | 25 |
| swaps | 3 | – | – | – | – | 3 | 3 | – | 3 |
| equity swaps | – | – | – | – | – | – | – | – | – |
| | 3 | 45 | – | 25 | – | 73 | | | 73 |
| Liabilities | | | | | | | | | |
| at fair value | | | | | | | | | |
| in | | | | | | | | | |
| Foreign | | | | | | | | | |
| contracts | (56) | – | – | – | – | (56) | – | (56) | (56) |
| debt | – | (36) | – | – | – | (36) | (36) | – | (36) |
| swaps | (2) | – | – | – | – | (2) | (2) | – | (2) |
| equity swaps | – | (1) | – | – | – | (1) | (1) | – | (1) |
| placement debt | – | – | (199) | – | – | (199) | (199) | – | (199) |
| | (58) | (37) | (199) | – | – | (294) | | | (294) |
| Assets not | | | | | | | | | |
| at fair value | | | | | | | | | |
| Other | | | | | | | | | |
| debt | – | – | 1,064 | – | – | 1,064 | | | 1,064 |
| bank | – | – | 100 | – | – | 100 | | | 100 |
| | – | – | 1,164 | – | – | 1,164 | | | 1,164 |
| Liabilities not | | | | | | | | | |
| at fair value | | | | | | | | | |
| in | | | | | | | | | |
| Foreign | | | | | | | | | |
| contracts | (64) | – | – | – | – | (64) | | | (64) |
| drafts | – | – | – | – | (62) | (62) | | | (62) |
| debt | – | – | – | – | (457) | (457) | | | (457) |
| placement debt | – | – | – | – | (925) | (925) | (935) | – | (925) |
| lease | – | – | – | – | (7) | (7) | | | (7) |
| Other | – | – | – | – | (807) | (807) | | | (807) |
| | (64) | – | – | – | (2,258) | (2,322) | | | (2,322) |

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17 PROVISIONS AND CONTINGENCIES

Accounting policy

In the normal course of business the Group is involved in various legal disputes. Provisions are made for loss contingencies when it is deemed probable that an adverse outcome will occur and the amount of the losses can be reasonably estimated. Where the Group is the plaintiff in pursuing claims against third parties, legal and associated expenses are charged to the income statement as incurred.

The recognition of provisions for legal disputes is subject to a significant degree of estimation. In making its estimates management takes into account the advice of internal and external legal counsel. Provisions are reviewed regularly and amounts updated where necessary to reflect developments in the disputes. The ultimate liability may differ from the amount provided depending on the outcome of court proceedings or settlement negotiations or as new facts emerge.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. For the purpose of calculating any onerous lease provision, the Group takes the discounted future lease payments (if any), net of expected rental income. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A provision for rationalisation is recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly. Future operating losses are not provided for.

17.1 Provisions

| | Rationalisation provisions \$ million | Metal-on-metal \$ million | Legal and other provisions \$ million | Total \$ million |
|--------------------------------|---|------------------------------|---|---------------------|
| At 1 January 2016 | 23 | 185 | 118 | 326 |
| Net charge to income statement | 12 | – | (1) | 11 |
| Acquisitions | – | – | 10 | 10 |
| Unwinding of discount | – | 5 | – | 5 |
| Utilised | (14) | (27) | (30) | (71) |
| Exchange adjustment | (1) | – | 1 | – |
| At 31 December 2016 | 20 | 163 | 98 | 281 |
| Net charge to income statement | – | 10 | 2 | 12 |
| Unwinding of discount | – | 3 | – | 3 |
| Utilised | (15) | (19) | (28) | (62) |
| Transfers | – | – | (9) | (9) |
| Exchange adjustment | 1 | – | – | 1 |
| At 31 December 2017 | 6 | 157 | 63 | 226 |

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| | | | | |
|----------------------------------|----|-----|----|-----|
| Provisions – due within one year | 6 | 73 | 50 | 129 |
| Provisions – due after one year | – | 84 | 13 | 97 |
| At 31 December 2017 | 6 | 157 | 63 | 226 |
| Provisions – due within one year | 20 | 43 | 84 | 147 |
| Provisions – due after one year | – | 120 | 14 | 134 |
| At 31 December 2016 | 20 | 163 | 98 | 281 |

The principal elements within rationalisation provisions relate to the Group Optimisation programme (mainly severance) announced in May 2014.

Following the settlement of a large part of the US metal-on-metal hip claims (discussed below) the Group has estimated a provision of \$157m (2016: \$163m) relating to the present value at 31 December 2017 of the estimated costs to resolve all other known and anticipated metal-on-metal hip claims. The estimated value of the provision has been determined using an actuarial model. Given the inherent uncertainty in assumptions relating to factors such as the number of claims and outcome the actual costs may differ significantly from this estimate. A range of expected outcomes between the 25th and 75th percentile generated by the actuarial model would not give rise to a significantly different outcome in 2018. The provision does not include any possible insurance recoveries on these claims or legal fees associated with defending claims. The Group carries considerable product liability insurance, and will continue to defend claims vigorously.

The legal and other provisions mainly relate to various other product liability and intellectual property litigation matters.

All provisions are expected to be substantially utilised within five years of 31 December 2017 and none are treated as financial instruments.

17.2 Contingencies

The Company and its subsidiaries are party to various legal proceedings, some of which include claims for substantial damages. The outcome of these proceedings cannot readily be foreseen, but except as described herein management believes none of them is likely to result in a material adverse effect on the financial position of the Group. The Group provides for outcomes that are deemed to be probable and can be reliably estimated. There is no assurance that losses will not exceed provisions or will not have a significant impact on the Group's results of operations in the period in which they are realised.

In August 2003, the Group withdrew voluntarily from all markets the macrotextured versions of its OXINIUM femoral knee components. A charge of \$154m was recorded in 2004 for anticipated expenses in connection with macrotexture claims. Most of that amount has since been applied to settlements of such claims, and all claims have now been resolved. The aggregate cost at 31 December 2017 related to this matter is approximately \$205m. The Group has sought recovery from its primary and excess insurers for costs of resolving the claims. The primary insurance carrier has paid \$60m in full settlement of its policy liability. However, the excess carriers have denied coverage, citing defences relating to the wording of the insurance policies and other matters. In December 2004, the Group brought suit against them in the US district court for the Western District of Tennessee, for which a trial has not yet begun. An additional \$22m was received during 2007 from a successful settlement with a third party.

17.3 Legal proceedings

Product liability claims

The Group faces claims from time to time for alleged defects in its products and has on occasion recalled or withdrawn products from the market. Such claims are endemic to the medical device industry. The Group maintains product liability insurance subject to limits and deductibles that management believes are reasonable. All policies contain exclusions and limitations, however, and there can be no assurance that insurance will be available or adequate to cover all claims.

In recent years, there has been heightened concern about possible adverse effects of hip implant products with metal-on-metal bearing surfaces, and the Group has incurred, and will continue to incur expenses to defend claims in this area. As of February 2018, and giving effect to the US settlements described below, approximately 740 such claims were pending with the Group around the world, of which approximately 430 had given rise to pending legal proceedings. Most claims relate to the Group's Birmingham Hip Resurfacing (BHR) product and its two modular metal-on-metal components: the Birmingham Hip Modular Head (BHMH) and the optional metal liner component of the R3 Acetabular System (R3ML). The BHMH and R3ML are no longer on the market: the R3ML was withdrawn in 2012 and the BHMH was phased out in 2014. In 2015, the Group ceased offering smaller sizes of the BHR and restricted instructions for BHR use in female patients. These actions were taken to ensure that the BHR is only used in those patient groups where it continues to demonstrate strong performance.

In 2015 and 2016, the Group's US subsidiary settled a large part of the majority of its US metal-on-metal hip lawsuits in two group settlements, without admitting liability. Insurance receipts covered most of the amounts paid, with the net cash cost being \$25m. In November 2017, the Group's US subsidiary entered into a memorandum of understanding to settle a third group of claims, without admitting liability. The third settlement is expected to be finalised in 2018. These cases principally related to the Group's modular metal-on-metal hip components, which are no longer on the market. On 5 April 2017, the Judicial Panel on Multidistrict Litigation (MDL) ordered Smith & Nephew BHR cases

pending or later filed in US federal court to be consolidated for pre-trial proceedings and transferred to the federal court in Baltimore, Maryland. There are currently 253 cases pending in the MDL in the United States. In England and Wales, the Group's UK subsidiary entered into a group settlement in 2017 to settle 150 claims principally related to the Group's modular metal-on-metal hip component, which are no longer on the market. Metal-on-metal hip implant claims against various companies in England and Wales have been consolidated for trials under group litigation orders in the High Court in London. The BHR and other claims pending against the Group have been stayed and will not be reactivated until the outcome of those trials is known.

The Group has requested indemnity from its product liability insurers for most of these metal-on-metal hip implant claims. Each insurer makes its own decision as to coverage issues, and the liability of some insurers depends on exhaustion of lower levels of coverage. Insurers of the lower layers of the Group's insurances have indemnified the Group in respect of these claims up to the limits of those insurances. The Group has commenced arbitration proceedings against another insurer in respect of that insurer's share of the claims and associated defence costs in the amount of \$50m. Litigation outcomes are difficult to predict and defence costs can be significant. The Group takes care to monitor the clinical evidence relating to its metal hip implant products and ensure that its product offerings are designed to serve patients' interests.

Intellectual property disputes

The Group is engaged, as both plaintiff and defendant, in litigation with various competitors and others over claims of patent infringement and other intellectual property matters. These disputes are being heard in courts in the US and other jurisdictions and also before agencies that examine patents. Outcomes are rarely certain and costs are often significant.

The Group prosecuted and defended a series of patent infringement suits against Arthrex in US federal courts in Oregon and Texas starting in 2004, principally relating to suture anchors for use in shoulder surgery. Arthrex paid \$99m in June 2015 in connection with the Oregon litigation, and most of that award (net of various expenses) was recognised in the Group's operating profit at that time. The Group asserted the same patent against additional Arthrex products in a follow-up suit that was scheduled for trial in February 2017 in the Oregon court. Arthrex asserted its own suture anchor patents against Smith & Nephew in 2014 and 2015 in the US District Court for the Eastern District of Texas. In December 2016, the jury in that case decided that two of the Group's US subsidiaries infringed two asserted Arthrex patents and awarded Arthrex \$17.4m. In February 2017, the parties reached a settlement resulting in the dismissal of all patent litigation in Oregon and Texas. Smith & Nephew agreed to pay Arthrex \$8m, and each party agreed to additional payments contingent on the outcome of patent validity proceedings currently pending at the US Patent & Trademark Office relating to the asserted patents. In November 2017, the US Patent & Trademark Office issued a Reexamination Certificate confirming validity of certain claims of US Patent No. 5,601,557 asserted by Smith & Nephew against Arthrex in the Oregon litigation. The issuing of the Reexamination Certificate triggered a payment of \$80m which was received by Smith & Nephew in December 2017, and \$54m (net of various expenses) is recognised in the Group's 2017 operating profit. The Group has fully provided for any possible additional payment relating to its historical sales.

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In February 2016, ConforMIS, Inc. filed suit against the Group's US subsidiary in the Eastern Division of the US District Court for the District of Massachusetts, alleging that a number of its patents (generally directed to patient specific instrumentation associated with knee arthroplasty) are infringed by Smith & Nephew's VISIONAIRE cutting guides and associated knee implants. The suit requests damages and an injunction. Smith & Nephew seeks to invalidate the asserted patents at the US Patent & Trademark Office and has also filed counterclaims for infringement by ConforMIS of the Group's US patents.

17.4 Tax Matters

At any given time the Group has unagreed years outstanding in various countries and is involved in tax audits and disputes, some of which may take several years to resolve. The Group believes that it has made adequate provision in respect of related additional tax liabilities that may arise. See Note 5 for further details.

18 RETIREMENT BENEFIT OBLIGATIONS

Accounting policy

The Group sponsors defined benefit plans in a number of countries. A defined benefit pension plan defines an amount of pension benefit that an employee will receive on retirement or a minimum guaranteed return on contributions, which is dependent on various factors such as age, years of service and final salary. The Group's obligation is calculated separately for each plan by discounting the estimated future benefit that employees have earned in return for their service in the current and prior periods. The fair value of any plan assets is deducted to arrive at the net liability.

The calculation of the defined benefit obligation is performed annually by external actuaries using the projected unit credit method. Re-measurements arising from defined benefit plans comprise actuarial gains and losses and the return on the plan assets net of the costs of managing the plan assets. The Group recognises these immediately in other comprehensive income (OCI) and all other expenses, such as service cost, net interest cost, administration costs and taxes, are recognised in the income statement.

A number of key assumptions are made when calculating the fair value of the Group's defined benefit pension plans. These assumptions impact the balance sheet asset and liabilities, operating profit, finance income/costs and other comprehensive income. The most critical assumptions are the discount rate, the rate of inflation and mortality assumptions to be applied to future pension plan liabilities. The discount rate is based on the yield at the reporting date on bonds that have a credit rating of AA, denominated in the currency in which the benefits are expected to be paid and have a maturity profile approximately the same as the Group's obligations. In determining these assumptions management take into account the advice of professional external actuaries and benchmarks its assumptions against external data.

The Group determines the net interest expense/income on the net defined benefit liability/asset for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/asset.

The Group also operates a number of defined contribution plans. A defined contribution plan is a pension plan under which the Group and employees pay fixed contributions to a third party financial provider. The Group has no further payment obligations once the contributions have been paid. Contributions are recognised as an employee benefit expense when they are due.

18.1 Retirement benefit net obligations/(assets)

The Group's retirement benefit obligations/(assets) comprise:

| | 2017 | 2016 |
|--|------------|------------|
| | \$ million | \$ million |
| Funded plans: | | |
| UK Plan | (53) | 4 |
| US Plan | (9) | 27 |
| Other plans | 46 | 52 |
| | (16) | 83 |
| Unfunded plans: | | |
| Other plans | 60 | 55 |
| Retirement healthcare | 25 | 26 |
| | 69 | 164 |
| Amount recognised on the balance sheet – liability | 131 | 164 |
| Amount recognised on the balance sheet – asset | (62) | – |

The Group sponsors defined benefit pension plans for its employees or former employees in 16 countries and these are established under the laws of the relevant country. Funded plans are funded by the payment of contributions and the assets are held by separate trust funds or insurance companies. The provision of retirement and related benefits across the Group is kept under regular review. Employees' retirement benefits are the subject of regular management review. The Group's defined benefit plans provide employees with an entitlement to retirement benefits varying between 1.3% and 66.7% of final salary on attainment of retirement age. The level of entitlement is dependent on the years of service of the employee.

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The Group's two major defined benefit pension plans are in the UK and US. Both these plans were closed to new employees in 2003 and defined contribution plans are offered to new joiners. The US and UK Plans were closed to future accrual in March 2014 and December 2016 respectively.

The UK Plan operates under trust law and responsibility for its governance lies with a Board of Trustees. This Board is composed of representatives of the Group, plan participants and an independent trustee, who act on behalf of members in accordance with the terms of the Trust Deed and Rules and relevant legislation. The UK Plan's assets are held by the trust. Annual increases on benefits in payment are dependent on inflation.

There is no legislative minimum funding requirement in the UK, however the Group has agreed with the Board of Trustees to pay a schedule of supplementary payments (see Note 18.8). The Trust Deed of the UK Plan and the Plan Document of the US Plan provide the Group with a right to a refund of surplus assets assuming the full settlement of plan liabilities in the event of a plan wind-up. Furthermore, in the ordinary course of business the UK trustee and US committee have no rights to unilaterally wind up, or otherwise augment the benefits due to members of the plans. Based on these rights, any net surplus in the UK and US Plans is recognised in full.

The US Plan is governed by a US Pension Committee which is comprised of both plan participants and representatives of the Group. In the US, the Pension Protection Act (2006) established both a minimum required contribution and a maximum deductible contribution. Failure to contribute at least the minimum required amount will subject the Company to significant penalties, and contributions in excess of the maximum deductible have negative tax consequences. The minimum funding requirement is intended to fully fund the present value of accrued benefits over seven years.

18.2 Reconciliation of benefit obligations and pension assets

The movement in the Group's pension benefit obligation and pension assets is as follows:

| | Obligation \$ million | Asset \$ million | 2017 Total \$ million | Obligation \$ million | Asset \$ million | 2016 Total \$ million |
|--|--------------------------|---------------------|-----------------------------|--------------------------|---------------------|-----------------------------|
| Amounts recognised on the balance sheet at beginning of the period | (1,577) | 1,413 | (164) | (1,521) | 1,350 | (171) |
| Income statement expense: | | | | | | |
| Current service cost | (12) | – | (12) | (19) | – | (19) |
| Past service credit | 4 | – | 4 | 51 | – | 51 |
| Settlements | – | – | – | 7 | (7) | – |
| Interest (expense)/income | (44) | 42 | (2) | (52) | 48 | (4) |
| Administration costs and taxes | (3) | – | (3) | (3) | – | (3) |
| Costs recognised in income statement | (55) | 42 | (13) | (16) | 41 | 25 |
| Re-measurements: | | | | | | |
| Actuarial gain due to liability experience | 1 | – | 1 | 7 | – | 7 |
| | (38) | – | (38) | (301) | – | (301) |

| | | | | | | |
|---|---------|-------|-------|---------|-------|-------|
| Actuarial loss due to financial assumptions change | | | | | | |
| Actuarial gain due to demographic assumptions | 42 | – | 42 | 33 | – | 33 |
| Return on plan assets greater than discount rate | – | 59 | 59 | – | 180 | 180 |
| Re-measurements recognised in OCI | 5 | 59 | 64 | (261) | 180 | (81) |
| Cash: | | | | | | |
| Employer contributions | – | 53 | 53 | – | 60 | 60 |
| Employee contributions | (4) | 4 | – | (4) | 4 | – |
| Benefits paid directly by the Group | 2 | (2) | – | 3 | (3) | – |
| Benefits paid, taxes and administration costs paid from scheme assets | 102 | (102) | – | 61 | (61) | – |
| Net cash | 100 | (47) | 53 | 60 | – | 60 |
| Exchange rate movements | (98) | 89 | (9) | 161 | (158) | 3 |
| Amount recognised on the balance sheet | (1,625) | 1,556 | (69) | (1,577) | 1,413 | (164) |
| Amount recognised on the balance sheet – liability | (290) | 159 | (131) | (1,577) | 1,413 | (164) |
| Amount recognised on the balance sheet – asset | (1,335) | 1,397 | 62 | – | – | – |

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Represented by:

| | 2017 | | | 2016 | | |
|-------------|------------|------------|------------|------------|------------|------------|
| | Obligation | Asset | Total | Obligation | Asset | Total |
| | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million |
| UK Plan | (854) | 907 | 53 | (844) | 840 | (4) |
| US Plan | (481) | 490 | 9 | (461) | 434 | (27) |
| Other Plans | (290) | 159 | (131) | (272) | 139 | (133) |
| Total | (1,625) | 1,556 | (69) | (1,577) | 1,413 | (164) |

All benefits are vested at the end of each reporting period. The weighted average duration of the defined benefit obligation at the end of the reporting period is 20 years and 11 years for the UK and US Plans respectively.

18.3 Plan assets

The market value of the US, UK and Other Plans assets are as follows:

| | 2017 | 2016 | 2015 |
|------------------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| UK Plan: | | | |
| Assets with a quoted market price: | | | |
| Cash and cash equivalents | 8 | 6 | 5 |
| Equity securities | 235 | 213 | 234 |
| Other bonds | 43 | 38 | 43 |
| Liability driven investments | 192 | 239 | 171 |
| Diversified growth funds | 152 | 130 | 144 |
| | 630 | 626 | 597 |
| Other assets: | | | |
| Insurance contract | 277 | 214 | 214 |
| Market value of assets | 907 | 840 | 811 |
| US Plan: | | | |
| Assets with a quoted market price: | | | |
| Cash and cash equivalents | – | – | – |
| Equity securities | 88 | 178 | 166 |
| Government bonds – fixed interest | 201 | 128 | 119 |
| Corporate bonds | 201 | 128 | 119 |
| Market value of assets | 490 | 434 | 404 |
| Other Plans: | | | |
| Assets with a quoted market price: | | | |
| Cash and cash equivalents | 4 | 4 | 9 |

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| | | | |
|-----------------------------------|-------|-------|-------|
| Equity securities | 43 | 35 | 35 |
| Government bonds – fixed interest | 4 | 3 | 5 |
| – index linked | 3 | 3 | 9 |
| Corporate and other bonds | 11 | 11 | 13 |
| Insurance contracts | 36 | 34 | 28 |
| Property | 19 | 12 | 8 |
| Other quoted securities | 2 | 2 | 1 |
| | 122 | 104 | 108 |
| Other assets: | | | |
| Insurance contracts | 37 | 35 | 27 |
| Market value of assets | 159 | 139 | 135 |
| Total market value of assets | 1,556 | 1,413 | 1,350 |

No plans invest directly in property occupied by the Group or in financial securities issued by the Group.

Both the UK and US Plans hold a mixture of growth assets and matching assets. The growth assets of the UK and US Plans are invested in a diversified range of industries across a broad range of geographies. The UK Plan matching assets include liability matching assets and annuity policies purchased by the trustees, which aim to match the benefits to be paid to certain members from the plan and therefore remove the investment, inflation and demographic risks in relation to those liabilities. The terms of the policy define that the contract value exactly matches the amount and timing of the pensioner obligations covered by the contract. In accordance with IAS19R Employee Benefits, the fair value of the insurance contract is deemed to be the present value of the related obligations which is discounted at the AA corporate bond rate. In December 2014, the low risk asset portfolio held by the UK Plan was transferred into liability driven investments (LDI) which invests in a mixture of gilts and swaps.

18.4 Expenses recognised in the income statement

The total expense relating to retirement benefits recognised for the year is \$64m (2016: \$23m, 2015: \$58m). Of this cost recognised for the year, \$51m (2016: \$48m, 2015: \$49m) relates to defined contribution plans and \$13m (2016: \$25m net credit, 2015: \$9m net expense) relates to defined benefit plans.

The cost charged in respect of the Group's defined contribution plans represents contributions payable to these plans by the Group at rates specified in the rules of the plans. These were charged to operating profit in selling, general and administrative expenses. There were \$nil outstanding payments as at 31 December 2017 due to be paid over to the plans (2016: \$nil, 2015: \$nil).

In 2016, the \$25m net credit for the year includes a \$44m curtailment gain arising from the closure of the UK Plan to future accrual and \$5m past service credit relating to redundancies.

In 2015, the \$9m net expense for the year includes a \$16m past service cost credit arising from amendments to the US Retirement Healthcare plan and a \$5m gain arising from benefit options offered to members of the UK Plan.

Defined benefit plan costs comprise service cost which is charged to operating profit in selling, general and administrative expenses and net interest cost and administration costs and taxes which are reported as other finance costs.

The defined benefit pension costs charged for the UK and US Plans are:

| | 2017 | | 2016 | | 2015 | |
|---|------------|------------|------------|------------|------------|------------|
| | UK Plan | US Plan | UK Plan | US Plan | UK Plan | US Plan |
| | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million |
| Service cost | – | – | 7 | – | 9 | – |
| Past service credit | – | – | (49) | – | (7) | – |
| Settlement loss | – | – | 1 | – | 2 | – |
| Net interest cost, administration and taxes | 1 | 2 | – | 3 | 3 | 4 |
| | 1 | 2 | (41) | 3 | 7 | 4 |

18.5 Principal actuarial assumptions

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The following are the principal financial actuarial assumptions used at the reporting date to determine the UK and US defined benefit obligations and expense.

| | 2017 % per annum | 2016 % per annum | 2015 % per annum |
|--------------------------|---------------------|---------------------|---------------------|
| UK Plan: | | | |
| Discount rate | 2.4 | 2.6 | 3.8 |
| Future salary increases | n/a | 3.8 | 3.6 |
| Future pension increases | 3.2 | 3.3 | 3.1 |
| Inflation (RPI) | 3.2 | 3.3 | 3.1 |
| Inflation (CPI) | 2.2 | 2.3 | 2.1 |
| US Plan: | | | |
| Discount rate | 3.5 | 4.0 | 4.3 |
| Future salary increases | n/a | n/a | n/a |
| Inflation | n/a | n/a | n/a |

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Actuarial assumptions regarding future mortality are based on mortality tables. The UK uses the S2NA with projections in line with the CMI 2016 table and the US uses the RP2014 table with MP2016 scale. The current longevities underlying the values of the obligations in the defined benefit plans are as follows:

| | 2017 years | 2016 years | 2015 years |
|---|---------------|---------------|---------------|
| Life expectancy at age 60 | | | |
| UK Plan: | | | |
| Males | 28.8 | 29.7 | 29.6 |
| Females | 30.3 | 31.1 | 31.3 |
| US Plan: | | | |
| Males | 25.2 | 25.1 | 25.8 |
| Females | 27.4 | 27.4 | 28.2 |
| Life expectancy at age 60 in 20 years' time | | | |
| UK Plan: | | | |
| Males | 31.0 | 32.5 | 32.6 |
| Females | 31.8 | 33.0 | 33.4 |
| US Plan: | | | |
| Males | 25.5 | 25.4 | 27.6 |
| Females | 28.0 | 27.9 | 29.9 |

18.6 Sensitivity analysis

The calculation of the defined benefit obligation is sensitive to the assumptions used. The following table summarises the increase/decrease on the UK and US defined benefit obligation and pension costs as a result of reasonably possible changes in some of the assumptions while holding all other assumptions consistent. The sensitivity to the inflation assumption change includes corresponding changes to the future salary increases and future pension increase assumptions. The analysis does not take into account the full distribution of cash flows expected under the plan.

Changes to the inflation assumption will not have any effect on the US Pension Plan as it was closed to future accrual in 2014.

| \$ million | Increase in pension obligation | | Increase in pension cost | |
|---------------|--------------------------------|------------|--------------------------|------------|
| | +50bps/+1yr | 50bps/ 1yr | +50bps/+1yr | 50bps/ 1yr |
| UK Plan: | | | | |
| Discount rate | -80.9 | +92.6 | -2 | +2 |
| Inflation | +88.1 | -77.3 | +2 | -2 |
| Mortality | +38.0 | -37.7 | +1 | -1 |
| US Plan: | | | | |
| Discount rate | -25.5 | +27.9 | -1 | +1 |
| Inflation | n/a | n/a | n/a | n/a |

| | | | | |
|-----------|-------|-------|---|---|
| Mortality | +11.4 | -11.6 | - | - |
|-----------|-------|-------|---|---|

18.7 Risk

The pension plans expose the Group to the following risks:

Interest rate risk Volatility in financial markets can change the calculations of the obligation significantly as the calculation of the obligation is linked to yields on AA-rated corporate bonds. A decrease in the bond yield will increase the measure of plan liabilities, although this will be partially offset by increases in the value of matching plan assets such as bonds and insurance contracts.

In the UK, the liability matching portfolio held in conventional and index-linked gilts was transferred into liability driven investments in order to reduce interest rate risk.

Inflation risk The UK Plan is linked to inflation. A high rate of inflation will lead to a higher liability. This risk is managed by holding inflation-linked bonds and an inflation-linked insurance contract in respect of some of the obligation. In the UK, the liability matching portfolio held in conventional and index-linked gilts was transferred into liability driven investments in order to reduce inflation risk.

Investment risk The UK and US Plans have been closed to future accrual which eliminates the exposure to this risk. If the return on plan assets is below the discount rate, all else being equal, there will be an increase in the plan deficit.

In the UK, this risk is partially managed by a portfolio of liability matching assets and a bulk annuity, together with a dynamic de-risking policy to switch growth assets into liability matching assets over time.

The US Plan has a dynamic de-risking policy to shift plan assets into longer-term stable asset classes. The policy established 10 pre-determined funded status levels and when each trigger point is reached, the plan assets are re-balanced accordingly. In 2017, two trigger points were reached and the plan assets were re-balanced such that there was reduced investment in equity securities and increased investment in government and corporate bonds.

Longevity risk The present value of the plans defined benefit liability is calculated by reference to the best estimate of the mortality of the plan participants both during and after their employment. An increase in the life expectancy of plan participants above that assumed will increase the benefit obligation.

The UK Plan, in order to minimise longevity risk, has entered into an insurance contract which covers a portion of pensioner obligations.

Salary risk The calculation of the defined benefit obligation uses the future estimated salaries of plan participants. Increases in the salary of plan participants above that assumed will increase the benefit obligation.

The exposure to salary risk in the UK and US has been eliminated with the closure of these Plans to future accrual.

18.8 Funding

A full valuation is performed by actuaries for the Trustees of each plan to determine the level of funding required. Employer contributions rates, based on these full valuations, are agreed between the Trustees of each plan and the Group. The assumptions used in the actuarial valuations used for funding purposes may differ from those assumptions above.

UK Plan

The most recent full actuarial valuation of the UK Plan was undertaken as at 30 September 2015. The next full actuarial valuation will take place as at 30 September 2018. Contributions to the UK Plan in 2017 were \$24m (2016: \$32m, 2015: \$37m). This included supplementary payments of \$24m (2016: \$26m, 2015: \$29m).

The Group has currently agreed to pay annual supplementary payments of \$25m until 2021. These supplementary payments will be reviewed when the 30 September 2018 valuation has been completed.

US Plan

A full actuarial valuation for the US Plan was last undertaken as at 20 September 2013 before the closure of the Plan to future accrual. Contributions to the US Plan were \$20m (2016: \$20m, 2015: \$20m) which represented supplementary payments of \$20m.

The planned supplementary contribution for 2018 is being kept under review given the funding status.

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19 EQUITY

Accounting policy

Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity.

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity and the resulting surplus or deficit on the transaction is presented within share premium.

19.1 Share capital

| | Ordinary shares (20¢) | | Deferred shares (£1.00) | | Total |
|---------------------------------|-----------------------|------------|-------------------------|------------|------------|
| | Thousand | \$ million | Thousand | \$ million | \$ million |
| Authorised | | | | | |
| At 31 December 2015 | 1,223,591 | 245 | 50 | – | 245 |
| At 31 December 2016 | 1,223,591 | 245 | 50 | – | 245 |
| At 31 December 2017 | 1,223,591 | 245 | 50 | – | 245 |
| Allotted, issued and fully paid | | | | | |
| At 1 January 2015 | 917,942 | 184 | 50 | – | 184 |
| Share options | 1,855 | – | – | – | – |
| Shares cancelled | (4,350) | (1) | – | – | (1) |
| At 31 December 2015 | 915,447 | 183 | 50 | – | 183 |
| Share options | 1,283 | – | – | – | – |
| Shares cancelled | (13,007) | (3) | – | – | (3) |
| At 31 December 2016 | 903,723 | 180 | 50 | – | 180 |
| Share options | 655 | – | – | – | – |
| Shares cancelled | (13,523) | (2) | – | – | (2) |
| At 31 December 2017 | 890,855 | 178 | 50 | – | 178 |

The deferred shares were issued in 2006 in order to comply with English Company law. They are not listed on any stock exchange and have extremely limited rights and effectively have no value. These rights are summarised as follows:

- The holder shall not be entitled to participate in the profits of the Company;
- The holder shall not have any right to participate in any distribution of the Company's assets on a winding up or other distribution except that after the return of the nominal amount paid up on each share in the capital of the Company of any class other than the deferred shares and the distribution of a further \$1,000 in respect of each such share there shall be distributed to a holder of a deferred share (for each deferred share held) an amount equal to the

nominal value of the deferred share;

- The holder shall not be entitled to receive notice, attend, speak or vote at any general meeting of the Company; and
- The Company may create, allot and issue further shares or reduce or repay the whole or any part of its share capital or other capital reserves without obtaining the consent of the holders of the deferred shares.

The Group's objectives when managing capital are to ensure the Group has adequate funds to continue as a going concern and sufficient flexibility within the capital structure to fund the ongoing growth of the business and to take advantage of business development opportunities including acquisitions.

The Group determines the amount of capital taking into account changes in business risks and future cash requirements. The Group reviews its capital structure on an ongoing basis and uses share buy-backs, dividends and the issue of new shares to adjust the retained capital.

The Group considers the capital that it manages to be as follows:

| | 2017 | 2016 | 2015 |
|--------------------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Share capital | 178 | 180 | 183 |
| Share premium | 605 | 600 | 590 |
| Capital redemption reserve | 17 | 15 | 12 |
| Treasury shares | (257) | (432) | (294) |
| Retained earnings and other reserves | 4,101 | 3,595 | 3,475 |
| | 4,644 | 3,958 | 3,966 |

19.2 Treasury shares

Treasury shares represent the holding of the Company's own shares in respect of the Smith & Nephew Employees' Share Trust and shares bought back as part of the share buy-back programme. In 2017 the Group purchased a total of 3.2m shares for a cost of \$52m as part of the ongoing programme to buy back an equivalent number of shares to those vesting as part of the employee share plans. During 2016, a total of 24.0m (2.7%) ordinary shares were purchased at a cost of \$368m and 13.0m (1.5%) ordinary shares were cancelled. This included a \$300m share buy-back programme following the sale of the Group's Gynaecology business that completed in December 2016.

The Smith & Nephew 2004 Employees' Share Trust (Trust) was established to hold shares relating to long-term incentive plans. The Trust is administered by an independent professional trust company resident in Jersey and is funded by a loan from the Company. The cost of the Trust is charged to the income statement as it accrues. A dividend waiver is in place in respect of those shares held under the long-term incentive plans. The Trust only accepts dividends in respect of nil-cost options and deferred bonus plan shares. The waiver represents less than 1% of the total dividends paid.

The movements in Treasury shares and the Employees' Share Trust are as follows:

| | Treasury \$ million | Employees' Share Trust \$ million | Total \$ million |
|---|------------------------|---|---------------------|
| At 1 January 2016 | 264 | 30 | 294 |
| Shares purchased | 368 | – | 368 |
| Shares transferred from treasury | (18) | 18 | – |
| Shares transferred to Group beneficiaries | (13) | (27) | (40) |
| Shares cancelled | (190) | – | (190) |
| At 31 December 2016 | 411 | 21 | 432 |
| Shares purchased | 52 | – | 52 |
| Shares transferred from treasury | (19) | 19 | – |
| Shares transferred to Group beneficiaries | (9) | (17) | (26) |
| Shares cancelled | (201) | – | (201) |
| At 31 December 2017 | 234 | 23 | 257 |

| | Number of shares million | Number of shares million | Number of shares million |
|---|--------------------------------|--------------------------------|--------------------------------|
| At 1 January 2016 | 18.9 | 2.3 | 21.2 |
| Shares purchased | 24.0 | – | 24.0 |
| Shares transferred from treasury | (1.2) | 1.2 | – |
| Shares transferred to Group beneficiaries | (0.9) | (2.0) | (2.9) |
| Shares cancelled | (13.0) | – | (13.0) |
| At 31 December 2016 | 27.8 | 1.5 | 29.3 |
| Shares purchased | 3.2 | – | 3.2 |

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| | | | |
|---|--------|-------|--------|
| Shares transferred from treasury | (1.3) | 1.3 | – |
| Shares transferred to Group beneficiaries | (0.6) | (1.2) | (1.8) |
| Shares cancelled | (13.5) | – | (13.5) |
| At 31 December 2017 | 15.6 | 1.6 | 17.2 |

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NOTES TO THE GROUP ACCOUNTS continued

19.3 Dividends

| | 2017 \$ million | 2016 \$ million | 2015 \$ million |
|--|--------------------|--------------------|--------------------|
| The following dividends were declared and paid in the year: | | | |
| Ordinary final of 18.5¢ for 2016 (2015: 19.0¢, 2014: 18.6¢) paid 10 May 2017 | 162 | 170 | 166 |
| Ordinary interim of 12.3¢ for 2017 (2016: 12.3¢, 2015: 11.8¢) paid 1 November 2017 | 107 | 109 | 106 |
| | 269 | 279 | 272 |

A final dividend for 2017 of 22.7¢ per ordinary share was proposed by the Board on 8 February 2018 and will be paid, subject to shareholder approval, on 9 May 2018 to shareholders on the Register of Members on 6 April 2018. The estimated amount of this dividend is \$198m. The Group pursues a progressive dividend policy, with the aim of increasing the US Dollar value of ordinary dividends over time broadly based on the Group's underlying growth in earnings, while taking into account capital requirements and cash flows. Future dividends will be dependent upon future earnings, the future financial condition of the Group and the Board's dividend policy. The Board reviews the appropriate level of total annual dividend each year at the time of the full year results. The Board intends that the interim dividend will be set by a formula and will be equivalent to 40% of the total dividend for the previous year. Smith & Nephew plc, the Parent Company of the Group, is a non trading investment holding company which derives its distributable reserves from dividends paid by subsidiary companies. The distributable reserves of the parent company approximate to the balance on the profit and loss account reserve, less treasury shares and exchange reserves, which at 31 December 2017 amounted to \$2,569m.

20 CASH FLOW STATEMENT

Accounting policy

In the Group cash flow statement, cash and cash equivalents includes cash at bank, other short-term liquid investments with original maturities of three months or less and bank overdrafts. In the Group balance sheet, bank overdrafts are shown within bank overdrafts and loans under current liabilities.

Analysis of net debt

| Borrowings | | Due within | Due after | Net | Net | Total |
|------------|------------|------------|-----------|----------|----------|---------|
| Cash | Overdrafts | one year | one year | currency | interest | |
| \$ | \$ | \$ | \$ | swaps | swaps | \$ |
| million | million | million | million | million | million | million |

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| | | | | | | | |
|---|------|------|------|---------|------|-----|---------|
| At 1 January 2015 | 93 | (28) | (11) | (1,666) | (1) | – | (1,613) |
| Net cash flow impact | 34 | 9 | (17) | 231 | 15 | 1 | 273 |
| Exchange adjustment | (7) | 1 | – | 1 | (16) | – | (21) |
| At 31 | | | | | | | |
| December 2015 | 120 | (18) | (28) | (1,434) | (2) | 1 | (1,361) |
| Net cash flow impact | (18) | (45) | 4 | (129) | 25 | (2) | (165) |
| Exchange adjustment | (2) | 1 | – | (1) | (22) | – | (24) |
| At 31 | | | | | | | |
| December 2016 | 100 | (62) | (24) | (1,564) | 1 | (1) | (1,550) |
| Net cash flow impact | 64 | 49 | 9 | 139 | (24) | (1) | 236 |
| Termination of finance lease | – | – | 2 | 3 | – | – | 5 |
| Exchange adjustment | 5 | (1) | – | (1) | 25 | – | 28 |
| At 31 | | | | | | | |
| December 2017 | 169 | (14) | (13) | (1,423) | 2 | (2) | (1,281) |
| Reconciliation of net cash flow to movement in net debt | | | | | | | |

| | 2017 | 2016 | 2015 |
|---|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Net cash flow from cash net of overdrafts | 113 | (63) | 43 |
| Settlement of currency swaps | (24) | 25 | 15 |
| Net cash flow from borrowings | 147 | (127) | 215 |
| Change in net debt from net cash flow | 236 | (165) | 273 |
| Termination of finance lease | 5 | – | – |
| Exchange adjustment | 28 | (24) | (21) |
| Change in net debt in the year | 269 | (189) | 252 |
| Opening net debt | (1,550) | (1,361) | (1,613) |
| Closing net debt | (1,281) | (1,550) | (1,361) |

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Cash and cash equivalents

For the purposes of the Group cash flow statement cash and cash equivalents at 31 December 2017 comprise cash at bank net of bank overdrafts.

| | 2017 | 2016 | 2015 |
|---------------------------|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Cash at bank | 169 | 100 | 120 |
| Bank overdrafts | (14) | (62) | (18) |
| Cash and cash equivalents | 155 | 38 | 102 |

The Group operates in over 100 countries around the world, some of which impose restrictions over cash movement. These restrictions have only a minimal impact of the management of the Group's cash.

Cash (inflows)/outflows arising from financing activities

2017

| | Repayment of bank loans | Borrowing of bank loans | Cash (inflow)/outflow from other | Dividends | Purchase of own shares | Proceeds from own Shares/issue of ordinary shares | Total \$ million |
|--------|-------------------------------|-------------------------------|--|------------|---------------------------------|--|------------------------|
| | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million |
| Debt | 770 | (623) | (24) | – | – | – | 123 |
| Equity | – | – | – | 269 | 52 | (10) | 311 |
| Total | 770 | (623) | (24) | 269 | 52 | (10) | 434 |

2016

| | Repayment of bank loans | Borrowing of bank loans | Cash (inflow)/outflow from other | Dividends | Purchase of own shares | Proceeds from own Shares/issue of ordinary shares | Total \$ million |
|--------|-------------------------------|-------------------------------|--|------------|---------------------------------|--|------------------------|
| | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million |
| Debt | 797 | (924) | 25 | – | – | – | (102) |
| Equity | – | – | – | 279 | 368 | (16) | 631 |
| Total | 797 | (924) | 25 | 279 | 368 | (16) | 529 |

2015

| | Repayment of bank loans | Borrowing of bank loans | Cash (inflow)/outflow from other | Dividends | Purchase of own shares | Proceeds from own Shares/issue of ordinary shares | Total \$ million |
|--------|-------------------------------|-------------------------------|--|------------|---------------------------------|--|------------------------|
| | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million | \$ million |
| Debt | 1,088 | (873) | 15 | – | – | – | 230 |
| Equity | – | – | – | 272 | 77 | (21) | 328 |
| Total | 1,088 | (873) | 15 | 272 | 77 | (21) | 558 |

21 ACQUISITIONS AND DISPOSALS

Accounting policy

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

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NOTES TO THE GROUP ACCOUNTS continued

21.1 Acquisitions

Year ended 31 December 2017

During the year ended 31 December 2017, the Group acquired one medical technology business deemed to be a business combination within the scope of IFRS 3 Business Combinations.

On 5 December 2017, the Group completed the acquisition of 100% of the share capital of Rotation Medical Inc., a developer of a novel tissue regeneration technology for shoulder rotator cuff repair. The acquisition furthers our strategy to invest in disruptive technologies that accelerate the transformation of Smith & Nephew to higher growth. The maximum consideration payable of \$210m has a fair value of \$196m and includes \$17m of deferred and \$72m of contingent consideration. The fair value of the contingent consideration is determined from the acquisition agreement, the Board-approved acquisition model and a risk-free discount rate of 2.5%. The maximum contingent consideration is \$85m. The provisional fair values of assets acquired and liabilities assumed are set out below:

| | \$ million |
|--|------------|
| Intangible assets | 61 |
| Property, plant & equipment and inventory | 3 |
| Trade and other receivables | 2 |
| Trade and other payables | (3) |
| Net deferred tax assets | 1 |
| Net assets | 64 |
| Goodwill | 132 |
| Consideration (net of \$nil cash acquired) | 196 |

The goodwill is attributable to the control premium, the acquired workforce and the synergies that can be expected from integrating Rotation Medical, Inc. into the Group's existing business. The goodwill is not expected to be deductible for tax purposes.

During the year ended 31 December 2017, the contribution to revenue and attributable profit from this acquisition is immaterial. If the acquisition had occurred at the beginning of the year, its contribution to revenue and attributable profit would have also been immaterial.

Year ended 31 December 2016

During the year ended 31 December 2016, the Group acquired two medical technology businesses deemed to be business combinations within the scope of IFRS 3 Business Combinations. The acquisition accounting was completed during 2017 with no measurement adjustments made.

On 4 January 2016, the Group completed the acquisition of 100% of the share capital of Blue Belt Holdings Inc., a business specialising in robotic technologies. The acquisition secures a leading position in the fast growing area of Orthopaedic robotics-assisted surgery. The fair value of consideration is \$265m and includes \$51m deferred consideration. The fair values of assets acquired were:

| | \$ million |
|--|------------|
| Aggregate identifiable assets acquired and liabilities assumed | |
| Intangible assets | 70 |
| Property, plant & equipment and inventory | 13 |
| Trade and other payable | (11) |
| Provisions | (10) |
| Deferred tax assets | 16 |
| Net assets | 78 |
| Goodwill | 184 |
| Consideration (net of \$3m cash acquired) | 262 |

The goodwill is attributable to the revenue synergies of providing a full robotic surgery offering and future applications of the technological expertise. The goodwill is not expected to be deductible for tax purposes.

On 8 January 2016 the Group completed the acquisition of BST-CarGel, a first-line cartilage repair product from Piramal Healthcare (Canada) Limited. The fair value of the consideration is \$42m and included \$37m of deferred and contingent consideration. The fair values of net assets acquired are: product intangible assets of \$15m, inventory of \$1m, and a deferred tax liability of \$1m. The goodwill, which is expected to be deductible for tax purposes, arising on the acquisition is \$27m, is attributable to the future penetration into new markets expected from the transaction.

During the year ended 31 December 2016, the contribution to revenue and attributable profit from these acquisitions is immaterial. If the acquisitions had occurred at the beginning of the year, their contribution to revenue and attributable profit would have also been immaterial.

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Year ended 31 December 2015

During the year ended 31 December 2015, the Group acquired its distributor in Colombia and its distributor and a manufacturer in Russia. The acquisitions are deemed to be business combinations within the scope of IFRS 3 Business Combinations. The aggregated total fair value of the consideration was \$68m and included \$23m of contingent consideration and \$13m through the settlement of working capital commitments. The acquisition accounting was completed in 2016 with no measurement adjustments being made.

The following table summarises the aggregate consideration transferred and the aggregate fair value amounts of assets acquired and liabilities assumed at the acquisition date:

| | \$ million |
|--|------------|
| Identifiable assets acquired and liabilities assumed | |
| Intangible assets | 19 |
| Other assets ¹ | 29 |
| Liabilities | (14) |
| Net assets | 34 |
| Goodwill | 34 |
| Consideration (net of \$1m cash acquired) | 68 |

1 Including net cash of \$1m.

The aggregated goodwill arising on the acquisitions is \$34m. This is attributable to the additional economic benefits expected from the transactions, including the assembled workforces, which have been transferred as part of the acquisitions. The goodwill recognised is not deductible for tax purposes. The contribution to revenue and attributable profit from these acquisitions for the year ended 31 December 2015 was immaterial. If the acquisitions had occurred at the beginning of the year, their contributions to revenue and attributable profit for the year ended 31 December 2015 would also have been immaterial.

21.2 Disposal of business

During the year ended 31 December 2016, the Group disposed of its Gynaecology business for cash consideration of \$350m. The net assets disposed included \$6m plant and equipment, and \$4m inventory. Disposal related costs of \$7m and liabilities of \$7m resulted in a pre-tax gain on disposal of \$326m.

For the years ended 31 December 2015 and 31 December 2017, the Group did not dispose of any businesses.

22 OPERATING LEASES

Accounting policy

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership to the Group. All other leases are classified as operating leases.

Payments under operating leases are expensed in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease. Future minimum lease payments under non-cancellable operating leases fall due as follows:

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| | 2017 | 2016 |
|-----------------------------------|------------|------------|
| | \$ million | \$ million |
| Land and buildings: | | |
| Within one year | 40 | 33 |
| After one and within two years | 35 | 27 |
| After two and within three years | 27 | 23 |
| After three and within four years | 23 | 16 |
| After four and within five years | 19 | 13 |
| After five years | 56 | 41 |
| | 200 | 153 |
| Other assets: | | |
| Within one year | 17 | 15 |
| After one and within two years | 11 | 11 |
| After two and within three years | 5 | 6 |
| After three and within four years | 1 | 2 |
| | 34 | 34 |

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23 OTHER NOTES TO THE ACCOUNTS

23.1 Share-based payments

Accounting policy

The Group operates a number of equity-settled executive and employee share plans. For all grants of share options and awards, the fair value at the grant date is calculated using appropriate option pricing models. The grant date fair value is recognised over the vesting period as an expense, with a corresponding increase in retained earnings.

The Group operates the following equity-settled executive and employee share plans: Smith & Nephew 2001 US Share Plan, Smith & Nephew Global Share Plan 2010, Smith & Nephew ShareSave Plan (2012), Smith & Nephew International ShareSave Plan (2012) and the Smith & Nephew France ShareSave plan (2012). At 31 December 2017, 5,277,000 options (2016: 5,780,000, 2015: 7,235,000) were outstanding with a range of exercise prices from 535 to 1,092 pence.

At 31 December 2017, the maximum number of shares that could be awarded under the Group's long-term incentive plans was 5,854,000 (2016: 5,807,000; 2015: 6,402,000). These include conditional share awards granted to senior employees and equity and performance share awards granted to senior executives under the Global Share Plan 2010.

The expense charged to the income statement for share-based payments for the year is \$31m (2016: \$27m, 2015: \$30m).

23.2 Related party transactions

Trading transactions

In the course of normal operations, the Group traded with its associates detailed in Note 11. The aggregated transactions, which have not been disclosed elsewhere in the financial statements are \$nil (2016: \$nil, 2015: \$nil).

Key management personnel

The remuneration of executive officers (including Non-Executive Directors) during the year is summarised below:

| | 2017 | 2016 | 2015 |
|--|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Short-term employee benefits | 15 | 15 | 16 |
| Share-based payments expense | 7 | 7 | 8 |
| Pension and post-employment benefit entitlements | 1 | 1 | 1 |
| Compensation for loss of office | 3 | – | – |
| | 26 | 23 | 25 |

24 POST BALANCE SHEET EVENTS

Subsequent to the year end the Group announced its Accelerating Performance and Execution (APEX) programme. This is a five-year effort to make key enhancements to the Group's business and ways of working in Manufacturing, Warehousing and Distribution, General and Administrative Expenses and Commercial Effectiveness. The programme is expected to require a one-off cash cost of \$240m of which a charge of around \$100m is expected in 2018. No provisions have been recorded in respect of this programme as at 31 December 2017. A constructive obligation in relation to this programme had not arisen at 31 December 2017 as the Group had not announced the main features of the programme nor raised a valid expectation in those employees affected by the programme.

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COMPANY FINANCIAL STATEMENTS

COMPANY BALANCE SHEET

| | Notes | At 31 December 2017 \$ million | At 31 December 2016 \$ million |
|---|-------|--------------------------------------|--------------------------------------|
| Fixed assets: | | | |
| Investments | 2 | 7,092 | 5,322 |
| Current assets: | | | |
| Debtors | 3 | 1,084 | 824 |
| Cash and bank | 5 | 88 | 14 |
| | | 1,172 | 838 |
| Creditors: amounts falling due within one year: | | | |
| Borrowings | 5 | (4) | (41) |
| Other creditors | 4 | (1,202) | (814) |
| | | (1,206) | (855) |
| Net current liabilities | | (34) | (17) |
| Total assets less current liabilities | | 7,058 | 5,305 |
| Creditors: amounts falling due after one year: | | | |
| Borrowings | 5 | (1,423) | (1,559) |
| Total assets less total liabilities | | 5,635 | 3,746 |
| Equity shareholders' funds: | | | |
| Called up equity share capital | | 178 | 180 |
| Share premium account | | 605 | 600 |
| Capital redemption reserve | | 17 | 15 |
| Capital reserve | | 2,266 | 2,266 |
| Treasury shares | | (257) | (432) |
| Exchange reserve | | (52) | (52) |
| Profit and loss account | | 2,878 | 1,169 |
| Shareholders' funds | | 5,635 | 3,746 |

The accounts were approved by the Board and authorised for issue on 22 February 2018 and signed on its behalf by:

| | | |
|----------------|-------------------------|-------------------------|
| Roberto Quarta | Olivier Bohuon | Graham Baker |
| Chairman | Chief Executive Officer | Chief Financial Officer |

THE PARENT COMPANY FINANCIAL STATEMENTS OF SMITH & NEPHEW PLC ON PAGES 163-170 DO NOT FORM PART OF SMITH & NEPHEW'S

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COMPANY FINANCIAL STATEMENTS

STATEMENT OF CHANGES IN EQUITY

| | Share capital \$ million | Share premium \$ million | Capital redemption reserve \$ million | Capital reserves \$ million | Treasury shares \$ million | Exchange reserves \$ million | Profit and loss account \$ million | Total shareholders' funds \$ million |
|---|-----------------------------------|--------------------------------|--|-----------------------------------|----------------------------------|------------------------------------|--|---|
| At 1 January 2016 | 183 | 590 | 12 | 2,266 | (294) | (52) | 1,589 | 4,294 |
| Attributable profit for the year | – | – | – | – | – | – | 58 | 58 |
| Net gain on cash flow hedges | – | – | – | – | – | – | 1 | 1 |
| Exchange adjustments | – | – | – | – | – | – | (3) | (3) |
| Equity dividends paid in the year | – | – | – | – | – | – | (279) | (279) |
| Share-based payments recognised ¹ | – | – | – | – | – | – | 27 | 27 |
| Cost of shares transferred to beneficiaries | – | – | – | – | 40 | – | (34) | 6 |
| New shares issued on exercise of share options | – | 10 | – | – | – | – | – | 10 |
| Cancellation of treasury shares | (3) | – | 3 | – | 190 | – | (190) | – |
| Treasury shares purchased | – | – | – | – | (368) | – | – | (368) |
| At 31 December 2016 | 180 | 600 | 15 | 2,266 | (432) | (52) | 1,169 | 3,746 |
| Attributable profit for the year | – | – | – | – | – | – | 2,167 | 2,167 |
| Net gain on cash flow hedges | – | – | – | – | – | – | 1 | 1 |

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| | | | | | | | | |
|--|-----|-----|----|-------|-------|------|-------|-------|
| Exchange adjustments | – | – | – | – | – | – | 1 | 1 |
| Equity dividends paid in the year | – | – | – | – | – | – | (269) | (269) |
| Share-based payments recognised ¹ | – | – | – | – | – | – | 31 | 31 |
| Cost of shares transferred to beneficiaries | – | – | – | – | 26 | – | (21) | 5 |
| New shares issued on exercise of share options | – | 5 | – | – | – | – | – | 5 |
| Cancellation of treasury shares | (2) | – | 2 | – | 201 | – | (201) | – |
| Treasury shares purchased | – | – | – | – | (52) | – | – | (52) |
| At 31 December 2017 | 178 | 605 | 17 | 2,266 | (257) | (52) | 2,878 | 5,635 |

1 The Company operates a number of equity-settled executive and employee share plans. For all grants of share options and awards, the fair value as at the date of grant is calculated using an appropriate option pricing model and the corresponding expense is recognised over the vesting period. Subsidiary companies are recharged for the fair value of share options that relate to their employees. The disclosure relating to the Company is detailed in Note 23.1 of the Notes to the Group accounts.

Further information on the share capital of the Company can be found in Note 19.1 of the Notes to the Group accounts.

The total distributable reserves of the Company are \$2,569m (2016: \$685m). In accordance with the exemption permitted by Section 408 of the Companies Act 2006, the Company has not presented its own profit and loss account. The attributable profit for the year dealt with in the accounts of the Company is \$2,167m (2016: \$58m).

Fees paid to KPMG LLP for audit and non-audit services to the Company itself are not disclosed in the individual accounts because Group financial statements are prepared which are required to disclose such fees on a consolidated basis. The fees for the consolidated Group are disclosed in Note 3.2 of the Notes to the Group accounts.

THE PARENT COMPANY FINANCIAL STATEMENTS OF SMITH & NEPHEW PLC ON PAGES 163-170 DO NOT FORM PART OF SMITH & NEPHEW'S

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NOTES TO THE COMPANY ACCOUNTS

1 BASIS OF PREPARATION

Smith & Nephew plc (the Company) is a public limited company incorporated in England and Wales.

The separate accounts of the Company are presented as required by the Companies Act 2006. On 1 January 2015, the Company transitioned from previously extant UK Generally Accepted Accounting Practices to Financial Reporting Standard 101 Reduced Disclosure Framework ('Reduced Disclosure Framework'). These financial statements and accompanying notes have been prepared in accordance with the Reduced Disclosure Framework for all periods presented. There were no transitional adjustments required on adoption of the new standard. The financial information for the Company has been prepared on the same basis as the consolidated financial statements, applying identical accounting policies as outlined throughout the Notes to the Group accounts. The Directors have determined that the preparation of the Company financial statements on a going concern basis is appropriate as the Company receives dividend cash receipts from its subsidiary undertakings which enable it to meet its liabilities as they fall due.

In applying these policies, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the accounts and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital and tangible fixed assets;
 - Disclosures in respect of transactions with wholly-owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share Based Payments in respect of group settled share based payments; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

2 INVESTMENTS

ACCOUNTING POLICY

Investments in subsidiaries are stated at cost less provision for impairment

| | 2017 | 2016 |
|----------------|------------|------------|
| | \$ million | \$ million |
| At 1 January | 5,322 | 5,322 |
| Additions | 1,770 | – |
| At 31 December | 7,092 | 5,322 |

Investments represent holdings in subsidiary undertakings. In 2017, the Company increased its investment in Smith & Nephew (Overseas) Limited. In accordance with Section 409 of the Companies Act 2006, a listing of all entities invested in by the consolidated Group is provided in Note 9.

3 DEBTORS

| | 2017 | 2016 |
|--|------------|------------|
| | \$ million | \$ million |
| Amounts falling due within one year: | | |
| Amounts owed by subsidiary undertakings | 1,007 | 735 |
| Prepayments and accrued income | 3 | 3 |
| Current asset derivatives – forward foreign exchange contracts | 25 | 45 |
| Current asset derivatives – forward foreign exchange contracts – subsidiary undertakings | 45 | 36 |
| Current asset derivatives – currency swaps | 3 | 1 |
| Current taxation | 1 | 4 |
| | 1,084 | 824 |

THE PARENT COMPANY FINANCIAL STATEMENTS OF SMITH & NEPHEW PLC ON PAGES 163-170 DO NOT FORM PART OF SMITH & NEPHEW'S

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NOTES TO THE COMPANY ACCOUNTS continued

4 OTHER CREDITORS

| | 2017 \$ million | 2016 \$ million |
|--|--------------------|--------------------|
| Amounts falling due within one year: | | |
| Amounts owed to subsidiary undertakings | 1,119 | 715 |
| Other creditors | 10 | 17 |
| Current liability derivatives – forward foreign exchange contracts | 45 | 36 |
| Current liability derivatives – forward foreign exchange contracts – subsidiary undertakings | 25 | 45 |
| Current liability derivatives – currency swaps | 1 | – |
| Current liability derivatives – interest rate swaps | 2 | 1 |
| | 1,202 | 814 |

5 CASH AND BORROWINGS

ACCOUNTING POLICY

Financial instruments

Currency swaps are used to match foreign currency net assets with foreign currency liabilities. They are initially recorded at fair value and then for reporting purposes remeasured to fair value at exchange rates and interest rates at subsequent balance sheet dates.

Changes in the fair value of derivative financial instruments are recognised in the profit and loss account as they arise.

| | 2017 \$ million | 2016 \$ million |
|---|--------------------|--------------------|
| Bank loans and overdrafts due within one year or on demand | 4 | 41 |
| Borrowings due after one year | 1,423 | 1,559 |
| Borrowings | 1,427 | 1,600 |
| Cash and bank | (88) | (14) |
| (Debit)/credit balance on derivatives – currency swaps | (2) | 1 |
| Credit/(debit) balance on derivatives - interest rate swaps | 2 | (1) |
| Net debt | 1,339 | 1,586 |

All currency swaps are stated at fair value. Gross US Dollar equivalents of \$388m (2016: \$449m) receivable and \$386m (2016: \$448m) payable have been netted. Currency swaps comprise foreign exchange swaps and were used in 2017 and 2016 to hedge intra-group loans.

6 CONTINGENCIES

| | 2017 | 2016 |
|--|------------|------------|
| | \$ million | \$ million |
| Guarantees in respect of subsidiary undertakings | 1 | – |

The Company gives guarantees to banks to support liabilities and cross guarantees to support overdrafts.

The Company operated defined benefit pension plans in 2004 but at the end of 2005 its pension plan obligations were transferred to Smith & Nephew UK Limited. The Company has provided guarantees to the trustees of the pension plans to support future amounts due from participating employers (see Note 18 of the Notes to the Group accounts).

7 DEFERRED TAXATION

The Company has gross unused capital losses of \$90m (2016: \$100m) available for offset against future chargeable gains. No deferred tax asset has been recognised on these unused losses as they are not expected to be realised in the foreseeable future.

8 RESULTS FOR THE YEAR

As permitted by Section 408(4) of the Companies Act 2006, the Company has not presented its own profit and loss account. Profit for the year was \$2,167m (2016: \$58m).

THE PARENT COMPANY FINANCIAL STATEMENTS OF SMITH & NEPHEW PLC ON PAGES 163-170 DO NOT FORM PART OF SMITH & NEPHEW'S

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9 GROUP COMPANIES

In accordance with Section 409 of the Companies Act 2006, a full list of subsidiaries, associates, joint arrangements, joint ventures and partnerships are listed below, including their country of incorporation. All companies are 100% owned, unless otherwise indicated. Unless otherwise stated, the share capital disclosed comprises ordinary shares which are indirectly held by Smith & Nephew plc.

| Company name | Country of operation and incorporation | Registered Office | Company name | Country of operation and incorporation | Registered Office |
|--|--|-------------------|--|--|-------------------|
| UK | | | Rest of Europe | | |
| Blue Belt Technologies UK Limited ² | England & Wales | London | Smith & Nephew GmbH | Austria | Vienna |
| Michelson Diagnostic Limited ³ (13.4%) | England & Wales | Kent | ArthroCare Belgium SPRL ² | Belgium | Zaventem |
| Neotherix Limited ³ (24.9%) | England & Wales | York | Smith & Nephew S.A.-N.V | Belgium | Zaventem |
| Plus Orthopedics (UK) Limited ² | England & Wales | London | Smith & Nephew A/S | Denmark | Hoersholm |
| Smith & Nephew (Overseas) Limited ¹ | England & Wales | London | A2 Surgical ² | France | Neuilly-sur-Seine |
| Smith & Nephew ARTC Limited | England & Wales | London | Smith & Nephew France SAS ¹ | France | Neuilly-sur-Seine |
| Smith & Nephew Beta Limited ² | England & Wales | London | Smith & Nephew S.A.S. | France | Neuilly-sur-Seine |
| Smith & Nephew China Holdings UK Limited ¹ | England & Wales | London | Smith & Nephew Oy | Finland | Helsinki |
| Smith & Nephew Employees Trustees Limited ² | England & Wales | London | Smith & Nephew Business Services GmbH & Co. KG ¹ | Germany | Hamburg |
| Smith & Nephew ESN Limited ² | England & Wales | London | Smith & Nephew Business Services Verwaltungs GmbH ¹ | Germany | Hamburg |
| Smith & Nephew Extruded Films Limited ² | England & Wales | Hull | Smith & Nephew Deutschland (Holding) GmbH ¹ | Germany | Hamburg |
| Smith & Nephew Finance ² | England & Wales | London | Smith & Nephew GmbH | Germany | Hamburg |
| Smith & Nephew Finance Oratec ² | England & Wales | London | Smith & Nephew Orthopaedics GmbH | Germany | Tuttlingen |
| Smith & Nephew Healthcare Limited ² | England & Wales | Hull | Plus Orthopedics Hellas SA ² | Greece | Athens |
| Smith & Nephew Investment Holdings | England & Wales | London | Smith & Nephew Hellas S.A. ² | Greece | Athens |

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| | | | | | |
|--|--------------------|-----------|---|-----------------------|------------|
| Limited1 Smith & Nephew Medical Fabrics Limited2 | England & Wales | London | Smith & Nephew Limited | Ireland | Dublin 2 |
| Smith & Nephew Medical Limited2 | England & Wales | Hull | Smith & Nephew Finance Ireland Limited2 | Ireland | Dublin 1 |
| Smith & Nephew Nominee Company Limited2 | England & Wales | London | Smith & Nephew S.r.l. | Italy | Milan |
| Smith & Nephew Nominee Services Limited2 | England & Wales | London | ArthroCare Luxembourg Sarl2 | Luxembourg | Luxembourg |
| Smith & Nephew Orthopaedics Limited2 | England & Wales | London | Smith & Nephew Finance S.a.r.l.2 | Luxembourg | Luxembourg |
| Smith & Nephew Pensions Nominees Limited2 | England & Wales | London | Smith & Nephew International S.A.1 | Luxembourg | Luxembourg |
| Smith & Nephew Pharmaceuticals Limited2 | England & Wales | Hull | Smith & Nephew (Europe) B.V.1 | Netherlands | Amsterdam |
| Smith & Nephew Raisegrade Limited2 | England & Wales | London | Smith & Nephew B.V.1 | Netherlands | Amsterdam |
| Smith & Nephew Rareletter Limited2 | England & Wales | London | Smith & Nephew Management B.V.1 | Netherlands | Amsterdam |
| Smith & Nephew Trading Group Limited1 | England & Wales | London | Smith & Nephew Nederland CV | Netherlands | Amsterdam |
| Smith & Nephew UK Executive Pension Scheme Trustee Limited2 | England & Wales | London | Smith & Nephew Optics B.V.4 | Netherlands | Amsterdam |
| Smith & Nephew UK Limited1 | England & Wales | London | Smith & Nephew A/S | Norway | Oslo |
| Smith & Nephew UK Pension Fund Trustee Limited2 | England & Wales | London | Smith & Nephew sp. z.o.o. | Poland | Warsaw |
| Smith & Nephew USD Limited1 | England & Wales | London | Smith & Nephew Lda | Portugal | Lisbon |
| Smith & Nephew USD One Limited1 | England & Wales | London | D-Orthopaedics LLC | Russian Federation | Moscow |
| T.J. Smith and Nephew, Limited | England & Wales | Hull | DC LLC | Russian Federation | Puschino |
| The Albion Soap Company Limited2 | England & Wales | London | Smith & Nephew LLC | Russian Federation | Moscow 2 |
| TP Limited1 | Scotland | Edinburgh | Smith & Nephew S.A.U | Spain | Barcelona |
| | | | Smith & Nephew Atkiebolag | Sweden | Molndal |
| | | | Lumina Adhesives AB3 (11%) | Sweden | Gothenberg |
| | | | | Switzerland | Baar |

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| | | |
|------------------------------------|-------------|-------|
| Plus Orthopedics Holding AG1 | | |
| Smith & Nephew Manufacturing AG | Switzerland | Aarau |
| Smith & Nephew Orthopaedics AG | Switzerland | Baar |
| Smith & Nephew Schweiz AG | Switzerland | Baar |
| Smith & Nephew AG | Switzerland | Baar |

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NOTES TO THE COMPANY ACCOUNTS continued

| Company name | Country of operation and incorporation | Registered Office | Company name | Country of operation and incorporation | Registered Office |
|--|--|-------------------|--|--|------------------------|
| US | | | | | |
| Arthrocare Corporation ¹ | United States | San Jose | Smith & Nephew Orthopaedics (Beijing) Co., Ltd | China | Beijing |
| Bioventus LLC ³ (49%) | United States | Wilmington | | | Economic and Technical |
| Blue Belt Holdings, Inc. ¹ | United States | Minneapolis | | | Development |
| Blue Belt Technologies, Inc. | United States | Pittsburgh | | | Area |
| Delphi Ventures V, L.P. ³ (6.9%) | United States | San Mateo | | | |
| Healicoil, Inc. | United States | Wilmington | S&N Holdings SAS ¹ | Colombia | Bogota |
| Hipco, Inc. | United States | Wilmington | Smith & Nephew Colombia S.A.S | Colombia | Bogota |
| Leaf Healthcare Inc. ³ (11%) | United States | Delaware | ArthroCare Costa Rica Srl | Costa Rica | Costa Rica |
| Memphis Biomed Ventures I, LP ³ (4.61%) | United States | Delaware | Smith & Nephew Curaçao N.V. | Curaçao | Willemstad |
| Oratec Interventions, Inc. | United States | Concord | Smith & Nephew Beijing Holdings Limited ¹ | Hong Kong | Hong Kong |
| Orthopaedic Biosystems Ltd., Inc. | United States | Phoenix | Smith & Nephew Limited | Hong Kong | Hong Kong |
| OsteoBiologics, Inc. | United States | Dallas | Smith & Nephew Suzhou Holdings Limited ¹ | Hong Kong | Hong Kong |
| Plus Orthopedics LLC | United States | Andover | Adler Mediequip Private Limited | India | Pune |
| Rotation Medical, Inc. | United States | Andover | ArthroCare India Medical Device Private Limited ² | India | Mumbai |
| Sinopsys Surgical, Inc. ³ (12.4%) | United States | Boulder | Smith & Nephew Healthcare Private Limited | India | Mumbai ⁵⁹ |
| Smith & Nephew Consolidated, Inc. ¹ | United States | Wilmington | Ortho-Space Ltd. ³ (16.8%) | Israel | Caesarea |
| Smith & Nephew OUS, Inc. ³ | United States | Wilmington | Smith & Nephew KK | Japan | Tokyo |

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| | | | | | |
|---|----------------|----------------------------------|---|----------------------|-------------------------------|
| Smith & Nephew, Inc. | United States | Wilmington | Smith & Nephew Chusik Hoesia | Korea, Republic of | Seoul |
| Surgical Frontiers Series I, LLC ³ (32%) | United States | Dover | Smith & Nephew Healthcare Sdn Berhad | Malaysia | Kuala Lumpur |
| Trice Medical Inc. ³ (6%) | United States | Delaware | Smith & Nephew S.A. de C.V. | Mexico | Mexico City |
| Africa, Asia, Australasia and Other America | | | Smith & Nephew Limited | New Zealand | Auckland |
| Smith & Nephew Argentina S.R.L. ² | Argentina | Buenos Aires | Smith & Nephew Superannuation Scheme Limited | New Zealand | Auckland 2 |
| ArthroCare (Australasia) Pty Ltd ² | Australia | North Ryde | Smith & Nephew, Inc. | Puerto Rico | San Juan |
| Smith & Nephew Pty Limited | Australia | North Ryde | Smith & Nephew Pte Limited | Singapore | Singapore |
| Smith & Nephew Surgical Holdings Pty Limited ² | Australia | North Ryde | Smith & Nephew (Pty) Limited | South Africa | Westville |
| Smith & Nephew Surgical Pty Limited ² | Australia | North Ryde | Smith & Nephew Pharmaceuticals (Proprietary) Limited ² | South Africa | Westville |
| Smith & Nephew Comercio de Produtos Medicos LTDA | Brazil | São Paulo | Smith & Nephew Limited | Thailand | Huai Khwang District, Bangkok |
| Smith & Nephew (Alberta) Inc. ² | Canada | Calgary | Sri Siam Medical Limited ^{1,3} (48.99%) | Thailand | Lumpini Phatumwan, Bangkok |
| Smith & Nephew Inc. | Canada | Toronto | Smith ve Nephew Medikal Cihazlar Ticaret Limited Sirketi | Turkey | Sariyer, Istanbul |
| Tenet Medical Engineering, Inc. | Canada | Calgary | Smith & Nephew FZE | United Arab Emirates | Jebel Ali, Dubai |
| Smith & Nephew Finance Holdings Limited ² | Cayman Islands | South Church Street, George Town | | | |
| ArthroCare Medical Devices (Beijing) Co. Limited ⁴ | China | Chao Yang District, Beijing | 1 Holding company. | | |
| | | | 2 Dormant company. | | |
| Plus Orthopedics (Beijing) Co. Limited ⁴ | China | Shunyi District, Beijing | 3 Not 100% owned by Smith & Nephew Group. | | |
| | | | 4 In liquidation. | | |
| Plus Trading (Beijing) Co Limited ⁴ | China | East City, Beijing | | | |
| | China | | | | |

| | | |
|---|-------|-------------------------------------|
| Smith & Nephew Medical (Shanghai) Limited | | Shanghai Free Trade Test Zone |
| Smith & Nephew Medical (Suzhou) Limited | China | Suzhou City |

THE PARENT COMPANY FINANCIAL STATEMENTS OF SMITH & NEPHEW PLC ON PAGES 163-170 DO NOT FORM PART OF SMITH & NEPHEW'S

ANNUAL REPORT ON FORM 20-F AS FILED WITH THE SEC.

| Registered Office addresses | | Registered Office addresses | |
|-----------------------------|--|---|--|
| UK | | US | |
| London | 15 Adam Street, London, WC2N 6LA | San Jose | 595 North Pastoria Avenue, Sunnyvale, California, 94086, USA |
| Kent | Ground Floor, Eclipse House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN | Minneapolis | 2905 Northwest Blvd, Suite 40, Plymouth MN 55441, USA |
| York | 25 Carr Lane, York, YO26 5HT | Pittsburgh | 2828 Liberty Ave, Suite 100, Pittsburgh PA 15222, USA |
| Hull | 101 Hessle Road, Hull, HU3 2BN | Boulder | 5480 Valmont Road, Suite 215, Boulder, Colorado, 80301, USA |
| Edinburgh | 4th Floor, 115 George Street, Edinburgh, EH2 4JN | Wilmington | CT Corporation, 1209 Orange Street, Wilmington, DE 19801, USA |
| Rest of Europe | | Concord | C T Corporation, 9 Capitol Street, Concord, New Hampshire, 03301, USA |
| Vienna | Concorde Business Park, 1/C/3 2320, Schwechat, Austria | Phoenix | CT Corporation System, 3225 North Central Avenue, Phoenix AZ 85012, USA |
| Zaventem | Hector Heenneulaan 366, 1930 Zaventem, Belgium | Dallas | CT Corporation System, 350 North St. Paul Street, Dallas TX 75201, USA |
| Hoersholm | Slotsmarken 14, Hoersholm, DK 2970, Denmark | Andover | 150 Minuteman Road, Andover, MA, 01810, USA |
| Neuilly-sur-Seine | 40, Boulevard du Parc, 92200 Neuilly-sur-Seine, France | San Mateo | 160 Bovet Road, Suite 408, San Mateo, CA 94402, USA |
| Helsinki | Ayritie 12 C, 01510, Vantaa, Finland | Memphis | 6075 Poplar Avenue, Suite 335, Memphis, Tennessee, 38119, USA |
| Hamburg | Friesenweg 4, Haus 21, 22763, Hamburg, Germany | Tustin | 3002 Dow Avenue, Building 100, Unit 138, Tustin, California, 92780, USA |
| Tuttlingen | Alemannenstrasse 14, 78532, Tuttlingen, Germany | Dover | 160 Greentree Drive, Suite 101, Dover, Delaware, 19904, USA |
| Athens | Protopappa Street 43, GR 16346, Ilioupoli, Athens, Greece | Africa, Asia, Australasia and Other America | |
| Dublin 1 | 3rd Floor, Kilmore House, Park Lane, Spencer Dock, Dublin 1, Ireland | Buenos Aires | Maipu 1300, 13th Floor, City of Buenos Aires, Argentina |
| Dublin 2 | Molyneux House, Bride Street, Dublin 2, Ireland | North Ryde | 85 Waterloo Road, North Ryde NSW 2113, Australia |
| Milan | Via de Capitani 2A, 20864, Agrate Brianza (MI), Italy | São Paulo | Avenida do Cafe, 277, Centro Empresarial do Aco, Centro Empresarial do Aco, Torre B, 4 andar, conjunto, CEP 04311-000, São Paulo |

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| | | | |
|------------|--|---------------------------------------|---|
| Luxembourg | 163, Rue de Kiem, L 8030 Strassen, Luxembourg | Calgary | 403, Jabaquara, Brazil 3500 855 2 Street SW, Calgary AB AB T2P 4J8, Canada |
| Amsterdam | Kruisweg 637, 2132 NB Hoofddorp, The Netherlands | Toronto | 199, Bay Street, 4000, Toronto, Ontario M5L 1A9, Canada |
| Oslo | Nye Vakas vei 64, 1395, Hvalsted, Norway | South Church Street, Georgetown | c/o M&C Corporate Services Limited, Ugland House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands |
| Warsaw | Ul Osmanska 12, 02 823, Warsaw, Poland | Chao Yang District, Beijing | Room 17 021, Internal B17 floor, B3 24th floor, No 3 Xin Yuan South Rd, Chao Yang District, Beijing, China |
| Lisbon | Estrada Nacional no 10 ao Km. 131, Parque Tejo – Bloco C, 2625 445 Forte de Casa, Vila Franca de Xira, Portugal | | |
| Moscow | 9a, Bld, 10, 2nd Sinichkina Street, Moscow 111020, Russian Federation | | |
| Moscow 2 | 2nd Syromyatnichesky lane, Moscow, 105120, Russian Federation | | |
| Puschino | 8/1 Stroiteley Street, 142290, City of Puschino, Moscow Region, Russian Federation | | |
| Barcelona | Edificio Conata I, c/ Fructuos Gelabert 2 y 4, San Joan Despi – 08970, Barcelona, Spain | | |
| Molndal | PO Box 143, S 431 22 Molndal, Sweden | | |
| Baar | Oberneuhofstr 10d, Baar, 6340 | | |
| Aarau | Schachenallee 29, 5000, Aarau, Switzerland | | |
| Gothenburg | Varbergsgatan 2A / 412 65 Göteborg / Sweden | | |

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NOTES TO THE COMPANY ACCOUNTS continued

| Registered Office addresses | | Registered Office addresses | |
|---|--|-------------------------------------|---|
| Shunyi District, Beijing | 22 Linhe Avenue, Linhe Economic Development Zone, Shunyi District, Beijing, 101300, China | Mexico City | Av. Insurgentes Sur, numero 1602, Piso No.7, Oficina 702, Colonia Credito, Constructor, Delegacion Benito Juarez, C.P. 03940, Mexico |
| East City, Beijing | No. B-D, Floor 2, A Building, Beijing East Gate Plaza, No. 9, Dong Zhong Street, East City, Beijing, China | Auckland | 621 Rosebank Road, Avondale, Auckland 6, New Zealand |
| Guangzhou | Room 2502 No 33, 6th Jian She Rd, Yue Xiu District, Guangzhou, China | Auckland 2 | 36a Hillside Road, Wairau Valley, Auckland, 0627 NZ, New Zealand |
| Shanghai | Room 1208 1209, No 168 Middle Xi Zang Rd, Shanghai, China | San Juan | Edificio Cesar Castillo, Calle Angel Buonomo #361, Hato Rey, 00917, Puerto Rico |
| Shanghai Free Trade Test Zone | Part B, 4th Floor, Tong Yong Building, No 188 Ao Na Rd, Shanghai Free Trade Test Zone, Shanghai, China | Singapore | 50 Raffles Place, #32 01 Singapore Land Tower, 048623, Singapore |
| Dong Cheng District, Beijing | Unit B1, 2/F, Tower A, East Gate Plaza No.9, Dongshong Street, Dong Cheng District, Beijing, China | Westville | 30 The Boulevard, Westway Office Park, Westville, 3629, South Africa |
| Chengdu | No 5. 15th Floor, Unit 1, Building, 1 Li Bao Building, No 62 North Ke Hua Rd, Wu Hou District, Chengdu, China | Huai Khwang District, Bangkok | 16th Floor Building A, 9th Tower Grand Rama 9, 33/4 Rama 9 Road, Huai Khwang District, Bangkok, 10310, Thailand |
| Middle Xi Zang Rd, Shanghai | Room 1201 1207, No168 Middle Xi Zang Rd, Shanghai, China | Lumpini Phatumwan, Bangkok | 16th Floor, GPF Witthayu Tower A, 93/1 Wireless Road, Lumpini, Phatumwan, Bangkok, 10330, Thailand |
| Suzhou City | 12, Wuxiang Road, West Area of Comprehensive Bonded Zone, Suzhou Industrial Park, Suzhou City, SIP, Jiangsu Province, China | Sariyer, Istanbul | Bahcekoy Mah., Orkide Sok., No:8/E Bahcekoy, Sariyer Istanbul, Turkey |
| Beijing Economic and Technical Development Area | No. 98 Kechuang Dongliujie, Beijing Economic and Technical Development Area, Beijing, China | Jebel Ali, Dubai | PO Box 16993 LB02016, Jebel Ali, Dubai, United Arab Emirates |

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| | |
|--------------|---|
| Bogota | Calle 100 No. 7 – 33 to 1 P3, Bogota D.C., 0, Colombia |
| Costa Rica | Building B32, 50 meters South of Revisión Técnica Vehicular, Province de Alajuela, Canton Alajuela, Coyol Free Zone, District San José, Costa Rica |
| Willemstad | Pietermaai 15, PO Box 4905, Curaçao |
| Hong Kong | Unit 813 – 816, 8/F, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong |
| Pune | Sushrut House, Survey no.288, Phase II next to MIDC, Hinjewadi, at Mann, Taluka Mulshi, Pune, 411057, India |
| Mumbai | 5A, Bakhtawar, 5th Floor, behind The Oberoi, Nariman Point, Mumbai, Maharashtra, 400021, India |
| Mumbai 59 | 501 B – 509 B Dynasty Business Park, Andheri Kurla Road, Andheri East, Mumbai 59, Maharashtra, India |
| Caesarea | 7 Halamarish, Caesarea, 3088900, Israel |
| Tokyo | 2 4 1, Shiba -Koen, Minato-Ku, Tokyo 105 0011, Japan |
| Seoul | 13th Floor, ASEM Tower, Gangnam-gu 13th Floor, ASEM Tower, 159 1 Samsung-dong, Seoul, Korea |
| Kuala Lumpur | Unit 10-02(A), Level 10, Menara TJB, 9, Jalan Syed Mohd Mufti, Johor Bahru, Johor 8000, Malaysia |

THE PARENT COMPANY FINANCIAL STATEMENTS OF SMITH & NEPHEW PLC ON PAGES 163-170 DO NOT FORM PART OF SMITH & NEPHEW'S

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Group information

BUSINESS OVERVIEW AND GROUP HISTORY

Smith & Nephew's operations are organised into geographical selling regions and product franchises within the medical technology industry. The Group has a history dating back 160 years to the family enterprise of Thomas James Smith who opened a small pharmacy in Hull, UK in 1856. Following his death in 1896, his nephew Horatio Nelson Smith took over the management of the business.

By the late 1990s, Smith & Nephew had expanded into being a diverse healthcare conglomerate with operations across the globe, producing various medical devices, personal care products and traditional and advanced wound care treatments. In 1998, Smith & Nephew announced a major restructuring to focus management attention and investment on three global business units – Advanced Wound Management, Endoscopy and Orthopaedics – which offered high growth and margin opportunities. In 2011, the Endoscopy and Orthopaedics businesses were brought together to create an Advanced Surgical Devices division. In 2015, the Advanced Wound Management and Advanced Surgical Devices divisions were brought together to form a global business across nine product franchises, managed as three geographical selling regions with global functions for operations, R&D and corporate support functions.

Smith & Nephew was incorporated and listed on the London Stock Exchange in 1937 and in 1999 the Group was also listed on the New York Stock Exchange. In 2001, Smith & Nephew became a constituent member of the FTSE 100 index in the UK. This means that Smith & Nephew is included in the top 100 companies traded on the London Stock Exchange measured in terms of market capitalisation.

Today, Smith & Nephew is a public limited company incorporated and headquartered in the UK and carries out business around the world.

PROPERTIES

The table below summarises the main properties which the Group uses and their approximate areas.

| | Approximate area (square feet 000's) |
|--|---|
| Group head office in London, UK | 13 |
| UK office and surgical training facility in Watford, UK | 60 |
| Manufacturing and office facilities in Memphis, Tennessee, US | 968 |
| Wound management manufacturing, research and office facility in Hull, UK | 473 |
| Manufacturing facility in Suzhou, China | 288 |
| Manufacturing facility in Alajuela, Costa Rica | 265 |
| Distribution facility in Memphis, Tennessee, US | 248 |
| Manufacturing facility in Beijing, China | 192 |
| Bioactives headquarters and laboratory space in Fort Worth, Texas, US | 165 |
| Manufacturing, research and office facility in Austin, Texas, US | 157 |
| Manufacturing facility in Oklahoma City, Oklahoma, US | 155 |
| Regional headquarters in Andover, Massachusetts, US | 144 |

| | |
|--|-----|
| Manufacturing facility in Aarau, Switzerland | 121 |
| Manufacturing facility in Mansfield, Massachusetts, US | 98 |
| Manufacturing facility in Devrukh, India | 74 |
| Regional headquarters and distribution facility in Baar, Switzerland | 71 |
| Manufacturing facility in Tuttlingen, Germany | 50 |

The Group Global Operations strategy includes ongoing assessment of the optimal facility footprint. The Orthopaedics manufacturing facilities in Memphis, Tennessee are largely freehold, a portion of Tuttlingen and the Advanced Wound Management facilities in Hull are freehold while other principal locations are leasehold. The Group has freehold and leasehold interests in real estate in other countries throughout the world, but no other is individually significant to the Group. Where required, the appropriate governmental authorities have approved the facilities.

OFF-BALANCE SHEET ARRANGEMENTS

Management believes that the Group does not have any off-balance sheet arrangements, as defined by the SEC in item 5E of Form 20 F, that have or are reasonably likely to have a current or future effect on the Group's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

RELATED PARTY TRANSACTIONS

Except for transactions with associates (see Note 23.2 of Notes to the Group accounts), no other related party had material transactions or loans with Smith & Nephew over the last three financial years.

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GROUP INFORMATION continued

RISK FACTORS

There are known and unknown risks and uncertainties relating to Smith & Nephew's business. The factors listed on pages 172-175 could cause the Group's business, financial position and results of operations to differ materially and adversely from expected and historical levels. In addition, other factors not listed here that Smith & Nephew cannot presently identify or does not believe to be equally significant could also materially adversely affect Smith & Nephew's business, financial position or results of operations.

Highly competitive markets

The Group competes across a diverse range of geographic and product markets. Each market in which the Group operates contains a number of different competitors, including specialised and international corporations. Significant product innovations, technical advances or the intensification of price competition by competitors could adversely affect the Group's operating results.

Some of these competitors may have greater financial, marketing and other resources than Smith & Nephew. These competitors may be able to initiate technological advances in the field, deliver products on more attractive terms, more aggressively market their products or invest larger amounts of capital and research and development (R&D) into their businesses.

There is a possibility of further consolidation of competitors, which could adversely affect the Group's ability to compete with larger companies due to insufficient financial resources. If any of the Group's businesses were to lose market share or achieve lower than expected revenue growth, there could be a disproportionate adverse impact on the Group's share price and its strategic options.

Competition exists among healthcare providers to gain patients on the basis of quality, service and price. There has been some consolidation in the Group's customer base and this trend is expected to continue. Some customers have joined group purchasing organisations or introduced other cost containment measures that could lead to downward pressure on prices or limit the number of suppliers in certain business areas, which could adversely affect Smith & Nephew's results of operations and hinder its growth potential.

Continual development and introduction of new products

The medical devices industry has a rapid rate of new product introduction. In order to remain competitive, the Group must continue to develop innovative products that satisfy customer needs and preferences or provide cost or other advantages. Developing new products is a costly, lengthy and uncertain process. The Group may fail to innovate due to low R&D investment, a R&D skills gap or poor product development. A potential product may not be brought to market or not succeed in the market for any number of reasons, including failure to work optimally, failure to receive regulatory approval, failure to be cost-competitive, infringement of patents or other intellectual property rights and changes in consumer demand. The Group's products and technologies are also subject to marketing attack by competitors. Furthermore, new products that are developed and marketed by the Group's competitors may affect price levels in the various markets in which the Group operates. If the Group's new products do not remain competitive with those of competitors, the Group's revenue could decline.

The Group maintains reserves for excess and obsolete inventory resulting from the potential inability to sell its products at prices in excess of current carrying costs. Marketplace changes resulting from the introduction of new products or surgical procedures may cause some of the Group's products to become obsolete. The Group makes estimates regarding the future recoverability of the costs of these products and records a provision for excess and obsolete inventories based on historical experience, expiration of sterilisation dates and expected future trends. If actual product life cycles, product demand or acceptance of new product introductions are less favourable than projected by management, additional inventory write-downs may be required.

Dependence on government and other funding

In most markets throughout the world, expenditure on medical devices is ultimately controlled to a large extent by governments. Funds may be made available or withdrawn from healthcare budgets depending on government policy. The Group is therefore largely dependent on future governments providing increased funds commensurate with the increased demand arising from demographic trends.

Pricing of the Group's products is largely governed in most markets by governmental reimbursement authorities. Initiatives sponsored by government agencies, legislative bodies and the private sector to limit the growth of healthcare costs, including price regulation, excise taxes and competitive pricing, are ongoing in markets where the Group has operations. This control may be exercised by determining prices for an individual product or for an entire procedure. The Group is exposed to government policies favouring locally sourced products. The Group is also exposed to changes in reimbursement policy, tax policy and pricing which may have an adverse impact on revenue and operating profit. Provisions in US healthcare legislation which previously imposed significant taxes on medical device manufacturers are suspended until 1 January 2020 but may be reinstated. There may be an increased risk of adverse changes to government funding policies arising from deterioration in macro-economic conditions from time to time in the Group's markets.

The Group must adhere to the rules laid down by government agencies that fund or regulate healthcare, including extensive and complex rules in the US. Failure to do so could result in fines or loss of future funding.

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World economic conditions

Demand for the Group's products is driven by demographic trends, including the ageing population and the incidence of osteoporosis and obesity. Supply of, use of and payment for the Group's products are also influenced by world economic conditions which could place increased pressure on demand and pricing, adversely impacting the Group's ability to deliver revenue and margin growth. The conditions could favour larger, better capitalised groups, with higher market shares and margins. As a consequence, the Group's prosperity is linked to general economic conditions and there is a risk of deterioration of the Group's performance and finances during adverse macro-economic conditions.

During 2017, economic conditions worldwide continued to create several challenges for the Group, including deferrals of joint replacement procedures, heightened pricing pressure, significant declines in capital equipment expenditures at hospitals and increased uncertainty over the collectability of government debt, particularly those in the Emerging Markets and the oil-dependent Gulf States. These factors tempered the overall growth of the Group's global markets and could have an increased impact on growth in the future.

Political uncertainties

The Group operates on a worldwide basis and has distribution channels, purchasing agents and buying entities in over 100 countries. Political upheaval in some of those countries or in surrounding regions may impact the Group's results of operations. Political changes in a country could prevent the Group from receiving remittances of profit from a member of the Group located in that country or from selling its products or investments in that country. Furthermore, changes in government policy regarding preference for local suppliers, import quotas, taxation or other matters could adversely affect the Group's revenue and operating profit. War, economic sanctions, terrorist activities or other conflict could also adversely impact the Group. These risks may be greater in Emerging Markets, which account for an increasing portion of the Group's business.

In June 2016 the UK voted to leave the European Union. The UK's withdrawal will be effective from 29 March 2019 at 11pm GMT. As negotiations regarding the terms of the withdrawal continue, the nature of the trade agreements and the closeness of the economic ties between the UK and the EU beyond the withdrawal date remains uncertain. We continue to monitor the situation. Among the potential impacts of Brexit, the regulatory framework for medical devices could be affected, as it is unclear whether the UK will ascribe to the new Medical Devices Regulation which will become applicable in May 2020.

Currency fluctuations

Smith & Nephew's results of operations are affected by transactional exchange rate movements in that they are subject to exposures arising from revenue in a currency different from the related costs and expenses. The Group's manufacturing cost base is situated principally in the US, the UK, China and Switzerland, from which finished products are exported to the Group's selling operations worldwide. Thus, the Group is exposed to fluctuations in exchange rates between the US Dollar, Sterling and Swiss Franc and the currency of the Group's selling operations, particularly the Euro, Australian Dollar and Japanese Yen. If the US Dollar, Sterling or Swiss Franc should strengthen against the Euro, Australian Dollar and the Japanese Yen, the Group's trading margin could be adversely affected.

The Group manages the impact of exchange rate movements on revenue and cost of goods sold by a policy of transacting forward foreign currency commitments when firm purchase orders are placed. In addition, the Group's policy is for forecast transactions to be covered between 50% and 90% for up to one year. However, the Group is exposed to medium to long-term adverse movements in the strength of currencies compared to the US Dollar. The Group uses the US Dollar as its reporting currency. The US Dollar is the functional currency of Smith & Nephew plc. The Group's revenues, profits and earnings are also affected by exchange rate movements on the translation of results of operations in foreign subsidiaries for financial reporting purposes. See 'Liquidity and capital resources' on page 39.

Manufacturing and supply

The Group's manufacturing production is concentrated at main facilities in Memphis, Mansfield and Oklahoma City in the US, Hull and Warwick in the UK, Aarau in Switzerland, Tuttlingen in Germany, Devrukh in India, Suzhou and Beijing in China, Alajuela in Costa Rica, Puschino in Russia and Curaçao, in Dutch Caribbean. If major physical disruption took place at any of these sites, it could adversely affect the results of operations. Physical loss and consequential loss insurance is carried to cover such risks but is subject to limits and deductibles and may not be sufficient to cover catastrophic loss. Management of orthopaedic inventory is complex, particularly forecasting and production planning. There is a risk that failures in operational execution could lead to excess inventory or individual product shortages.

The Group is reliant on certain key suppliers of raw materials, components, finished products and packaging materials or in some cases on a single supplier. These suppliers must provide the materials and perform the activities to the Group's standard of quality requirements. A supplier's failure to meet expected quality standards could create liability for the Group and adversely affect sales of the Group's related products.

The Group may be forced to pay higher prices to obtain raw materials, which it may not be able to pass on to its customers in the form of increased prices for its finished products. In addition, some of the raw materials used may become unavailable, and there can be no assurance that the Group will be able to obtain suitable and cost effective substitutes. Any interruption of supply caused by these or other factors could negatively impact Smith & Nephew's revenue and operating profit.

The Group will, from time to time including as part of the APEX programme, outsource or insource the manufacture of components and finished products to third parties and will periodically relocate the manufacture of product and/or processes between existing and/or new facilities. While these are planned activities, with these transfers there is a risk of disruption to supply.

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Attracting and retaining key personnel

The Group's continued development depends on its ability to hire and retain highly-skilled personnel with particular expertise. This is critical, particularly in general management, research, new product development and in the sales forces. If Smith & Nephew is unable to retain key personnel in general management, research and new product development or if its largest sales forces suffer disruption or upheaval, its revenue and operating profit would be adversely affected. Additionally, if the Group is unable to recruit, hire, develop and retain a talented, competitive workforce, it may not be able to meet its strategic business objectives.

Proprietary rights and patents

Due to the technological nature of medical devices and the Group's emphasis on serving its customers with innovative products, the Group has been subject to patent infringement claims and is subject to the potential for additional claims. Claims asserted by third parties regarding infringement of their intellectual property rights, if successful, could require the Group to expend time and significant resources to pay damages, develop non-infringing products or obtain licences to the products which are the subject of such litigation, thereby affecting the Group's growth and profitability. Smith & Nephew attempts to protect its intellectual property and regularly opposes third party patents and trademarks where appropriate in those areas that might conflict with the Group's business interests. If Smith & Nephew fails to protect and enforce its intellectual property rights successfully, its competitive position could suffer, which could harm its results of operations.

Product liability claims and loss of reputation

The development, manufacture and sale of medical devices entail risk of product liability claims or recalls. Design and manufacturing defects with respect to products sold by the Group or by companies it has acquired could damage, or impair the repair of, body functions. The Group may become subject to liability, which could be substantial, because of actual or alleged defects in its products. In addition, product defects could lead to the need to recall from the market existing products, which may be costly and harmful to the Group's reputation.

There can be no assurance that customers, particularly in the US, the Group's largest geographical market, will not bring product liability or related claims that would have a material adverse effect on the Group's financial position or results of operations in the future, or that the Group will be able to resolve such claims within insurance limits. As at 31 December 2017, a provision of \$157m is recognised relating to the present value of the estimated costs to resolve all unsettled known and unknown anticipated metal-on-metal hip implant claims.

Regulatory standards and compliance in the healthcare industry

Business practices in the healthcare industry are subject to regulation and review by various government authorities. In general, the trend in many countries in which the Group does business is towards higher expectations and increased enforcement activity by governmental authorities. While the Group is committed to doing business with integrity and welcomes the trend to higher standards in the healthcare industry, the Group and other companies in the industry have been subject to investigations and other enforcement activity that have incurred and may continue to incur significant expense. Under certain circumstances, if the Group were found to have violated the law, its ability to sell its products

to certain customers could be restricted.

International regulation

The Group operates across the world and is subject to extensive legislation, including anti-bribery and corruption and data protection, in each country in which the Group operates. Our international operations are governed by the UK Bribery Act and the US Foreign Corrupt Practices Act which prohibit us or our representatives from making or offering improper payments to government officials and other persons or accepting payments for the purpose of obtaining or maintaining business. Our international operations in the Emerging Markets which operate through distributors increase our Group exposure to these risks.

The Group will also be required to comply with the requirements of the EU General Data Protection Regulation (GDPR) concerning personal data of data subjects residing in the EU when it comes into force in May 2018. Enforcement of such legislation has increased in recent years with significant fines and penalties being imposed on companies and individuals where breaches are found to have occurred.

Regulatory approval

The international medical device industry is highly regulated. Regulatory requirements are a major factor in determining whether substances and materials can be developed into marketable products and the amount of time and expense that should be allotted to such development.

National regulatory authorities administer and enforce a complex series of laws and regulations that govern the design, development, approval, manufacture, labelling, marketing and sale of healthcare products. They also review data supporting the safety and efficacy of such products. Of particular importance is the requirement in many countries that products be authorised or registered prior to manufacture, marketing or sale and that such authorisation or registration be subsequently maintained. The major regulatory agencies for Smith & Nephew's products include the Food and Drug Administration (FDA) in the US, the Medicines and Healthcare products Regulatory Agency in the UK, the Ministry of Health, Labour and Welfare in Japan, the China Food and Drug Administration and the Australian Therapeutic Goods Administration. At any time, the Group is awaiting a number of regulatory approvals which, if not received, could adversely affect results of operations. In 2017, the European Union reached agreement on a new set of Medical Device Regulations which entered into force on 25 May 2017. These have a three-year transition period; therefore will fully apply in EU Member States from 26 May 2020.

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The trend is towards more stringent regulation and higher standards of technical appraisal. Such controls have become increasingly demanding to comply with and management believes that this trend will continue.

Regulatory requirements may also entail inspections for compliance with appropriate standards, including those relating to Quality Management Systems or Good Manufacturing Practices regulations. All manufacturing and other significant facilities within the Group are subject to regular internal and external audit for compliance with national medical device regulation and Group policies.

Payment for medical devices may be governed by reimbursement tariff agencies in a number of countries. Reimbursement rates may be set in response to perceived economic value of the devices, based on clinical and other data relating to cost, patient outcomes and comparative effectiveness. They may also be affected by overall government budgetary considerations. The Group believes that its emphasis on innovative products and services should contribute to success in this environment.

Failure to comply with these regulatory requirements could have a number of adverse consequences, including withdrawal of approval to sell a product in a country, temporary closure of a manufacturing facility, fines and potential damage to Company reputation.

Failure to make successful acquisitions

A key element of the Group's strategy for continued growth is to make acquisitions or alliances to complement its existing business. Failure to identify appropriate acquisition targets or failure to conduct adequate due diligence or to integrate them successfully would have an adverse impact on the Group's competitive position and profitability. This could result from the diversion of management resources towards the acquisition or integration process, challenges of integrating organisations of different geographic, cultural and ethical backgrounds, as well as the prospect of taking on unexpected or unknown liabilities. In addition, the availability of global capital may make financing less attainable or more expensive and could result in the Group failing in its strategic aim of growth by acquisition or alliance.

Relationships with healthcare professionals

The Group seeks to maintain effective and ethical working relationships with physicians and medical personnel who assist in the research and development of new products or improvements to our existing product range or in product training and medical education. If we are unable to maintain these relationships our ability to meet the demands of our customers could be diminished and our revenue and profit could be materially adversely affected.

Reliance on sophisticated information technology

The Group uses a wide variety of information systems, programmes and technology to manage our business. Our systems are vulnerable to a cyber attack, malicious intrusion, loss of data privacy or any other significant disruption. Our systems have been and will continue to be the target of such threats. We have systems in place to minimise the risk and disruption of these intrusions and to monitor our systems on an ongoing basis for current or potential threats. There can be no assurance that these measures will prove effective in protecting Smith & Nephew from future interruptions and as a result the performance of the Group could be materially adversely affected.

Other risk factors

Smith & Nephew is subject to a number of other risks, which are common to most global medical technology groups and are reviewed as part of the Group's Risk Management process.

FACTORS AFFECTING SMITH & NEPHEW'S RESULTS OF OPERATIONS

Government economic, fiscal, monetary and political policies are all factors that materially affect the Group's operation or investments of shareholders. Other factors include sales trends, currency fluctuations and innovation. Each of these factors is discussed further in the 'Our Marketplace' on pages 16-17, 'Financial review' on pages 38-39 and 'Taxation information for shareholders' on pages 190-191.

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Other Financial information

SELECTED FINANCIAL DATA

| | 2017 | 2016 | 2015 | 2014 | 2013 |
|--|------------|------------|------------|------------|------------|
| | \$ million | \$ million | \$ million | \$ million | \$ million |
| Income statement | | | | | |
| Revenue | 4,765 | 4,669 | 4,634 | 4,617 | 4,351 |
| Cost of goods sold | (1,248) | (1,272) | (1,143) | (1,162) | (1,100) |
| Gross profit | 3,517 | 3,397 | 3,491 | 3,455 | 3,251 |
| Selling, general and administrative expenses | (2,360) | (2,366) | (2,641) | (2,471) | (2,210) |
| Research and development expenses | (223) | (230) | (222) | (235) | (231) |
| Operating profit ¹ | 934 | 801 | 628 | 749 | 810 |
| Net interest (payable)/receivable | (51) | (46) | (38) | (22) | 4 |
| Other finance costs | (10) | (16) | (15) | (11) | (11) |
| Share of results of associates | 6 | (3) | (16) | (2) | (1) |
| Profit on disposal of business | – | 326 | – | – | – |
| Profit before taxation | 879 | 1,062 | 559 | 714 | 802 |
| Taxation | (112) | (278) | (149) | (213) | (246) |
| Attributable profit for the year | 767 | 784 | 410 | 501 | 556 |
| Earnings per ordinary share | | | | | |
| Basic earnings per share | 87.8¢ | 88.1¢ | 45.9¢ | 56.1¢ | 61.7¢ |
| Diluted earnings per share | 87.7¢ | 87.8¢ | 45.6¢ | 55.7¢ | 61.4¢ |
| Average number of shares used in basic earnings per share (millions) | | | | | |
| | 874 | 890 | 894 | 893 | 901 |
| Average number of shares used in diluted earnings per share (millions) | | | | | |
| | 875 | 893 | 899 | 899 | 906 |
| Adjusted attributable profit ² | | | | | |
| Attributable profit for the year | 767 | 784 | 410 | 501 | 556 |
| Acquisition related costs | (10) | 9 | 25 | 125 | 31 |
| Restructuring and rationalisation expenses | – | 62 | 65 | 61 | 58 |
| Legal and other | (13) | (20) | 187 | (2) | – |
| Amortisation and impairment of acquisition intangibles | | | | | |
| | 140 | 178 | 204 | 129 | 88 |
| Profit on disposal of business | – | (326) | – | – | – |
| US tax reform | (32) | – | – | – | – |
| Taxation on excluded items | (26) | 48 | (130) | (71) | (40) |
| Adjusted attributable profit | 826 | 735 | 761 | 743 | 693 |
| Adjusted earnings per ordinary share (EPSA) ³ | 94.5¢ | 82.6¢ | 85.1¢ | 83.2¢ | 76.9¢ |

1 Reconciliation of operating to trading profit is presented below.

2 Non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS on pages 178-181.

3 Adjusted earnings per ordinary share is calculated by dividing adjusted attributable profit by the basic weighted number of shares.

Reconciliation of operating profit to trading profit

| | 2017 | 2016 | 2015 | 2014 | 2013 |
|--|------------|------------|------------|------------|------------|
| | \$ million | \$ million | \$ million | \$ million | \$ million |
| Operating profit | 934 | 801 | 628 | 749 | 810 |
| Acquisition related costs | (10) | 9 | 12 | 118 | 31 |
| Restructuring and rationalisation costs | – | 62 | 65 | 61 | 58 |
| Amortisation and impairment of acquisition intangibles | 140 | 178 | 204 | 129 | 88 |
| Legal and other | (16) | (30) | 190 | (2) | – |
| Trading profit | 1,048 | 1,020 | 1,099 | 1,055 | 987 |

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| | 2017 | 2016 | 2015 | 2014 | 2013 |
|---|------------|------------|------------|------------|------------|
| | \$ million | \$ million | \$ million | \$ million | \$ million |
| Group balance sheet | | | | | |
| Non-current assets | 5,135 | 4,815 | 4,692 | 4,866 | 3,563 |
| Current assets | 2,731 | 2,529 | 2,475 | 2,440 | 2,256 |
| Total assets | 7,866 | 7,344 | 7,167 | 7,306 | 5,819 |
| Share capital | 178 | 180 | 183 | 184 | 184 |
| Share premium | 605 | 600 | 590 | 574 | 535 |
| Capital redemption reserve | 17 | 15 | 12 | 11 | 10 |
| Treasury shares | (257) | (432) | (294) | (315) | (322) |
| Retained earnings and other reserves | 4,101 | 3,595 | 3,475 | 3,586 | 3,640 |
| Total equity | 4,644 | 3,958 | 3,966 | 4,040 | 4,047 |
| Non-current liabilities | 1,876 | 2,038 | 1,857 | 2,104 | 699 |
| Current liabilities | 1,346 | 1,348 | 1,344 | 1,162 | 1,073 |
| Total liabilities | 3,222 | 3,386 | 3,201 | 3,266 | 1,772 |
| Total equity and liabilities | 7,866 | 7,344 | 7,167 | 7,306 | 5,819 |
| Group cash flow statement | | | | | |
| Cash generated from operations | 1,273 | 1,035 | 1,203 | 961 | 1,138 |
| Net interest paid | (48) | (45) | (36) | (33) | (6) |
| Income taxes paid | (135) | (141) | (137) | (245) | (265) |
| Net cash inflow from operating activities | 1,090 | 849 | 1,030 | 683 | 867 |
| Capital expenditure (including trade investments and net of disposals of property, plant and equipment) | (384) | (394) | (360) | (379) | (340) |
| Acquisitions and disposals | (159) | (214) | (44) | (1,552) | (67) |
| Proceeds on disposal of business (net of tax) | – | 225 | – | – | – |
| Investment in associate | – | – | (25) | (2) | – |
| Proceeds from associate loan redemption | – | – | – | 188 | – |
| Proceeds from own shares | 5 | 6 | 5 | 4 | 3 |
| Equity dividends paid | (269) | (279) | (272) | (250) | (239) |
| Issue of ordinary capital and treasury shares purchased | (47) | (358) | (61) | (35) | (183) |
| Net cash flow from operating, investing and financing activities | 236 | (165) | 273 | (1,343) | 41 |
| Termination of finance lease | 5 | – | – | – | – |
| Exchange adjustments | 28 | (24) | (21) | (17) | (6) |
| Opening net debt | (1,550) | (1,361) | (1,613) | (253) | (288) |
| Closing net debt | (1,281) | (1,550) | (1,361) | (1,613) | (253) |
| Selected financial ratios | | | | | |
| Gearing (closing net debt as a percentage of total equity) | 27.6% | 39% | 34% | 40% | 6% |
| Dividends per ordinary share | 35.0¢ | 30.8¢ | 30.8¢ | 29.60¢ | 27.40¢ |
| Research and development costs to revenue | 4.7% | 4.9% | 4.8% | 5.1% | 5.3% |

| | | | | | |
|---|------|------|------|------|------|
| Capital expenditure (including intangibles but excluding goodwill and trade investments) to revenue | 7.9% | 8.4% | 7.7% | 8.1% | 7.8% |
|---|------|------|------|------|------|

1 The Board has proposed a final dividend of 22.7 US cents per share which together with the first interim dividend of 12.3 US cents makes a total for 2017 of 35.0 US cents.

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NON-IFRS FINANCIAL INFORMATION – ADJUSTED MEASURES

These Financial Statements include financial measures that are not prepared in accordance with International Financial Reporting Standards (IFRS). These measures, which include trading profit, trading profit margin, tax rate on trading results, EPSA, ROIC, trading cash flow, free cash flow, trading profit to trading cash conversion ratio, and underlying growth, exclude the effect of certain cash and non-cash items that Group management believes are not related to the underlying performance of the Group. These non-IFRS financial measures are also used by management to make operating decisions because they facilitate internal comparisons of performance to historical results.

Non-IFRS financial measures are presented in these Financial Statements as the Group's management believe that they provide investors with a means of evaluating performance of the business segment and the consolidated Group on a consistent basis, similar to the way in which the Group's management evaluates performance, that is not otherwise apparent on an IFRS basis, given that certain non-recurring, infrequent, non-cash and other items that management does not otherwise believe are indicative of the underlying performance of the consolidated Group may not be excluded when preparing financial measures under IFRS. These non-IFRS measures should not be considered in isolation from, as substitutes for, or superior to financial measures prepared in accordance with IFRS.

Underlying revenue growth

'Underlying growth in revenue' is used to compare the revenue in a given year to the previous year on a like-for-like basis. This is achieved by adjusting for the impact of sales of products acquired in material business combinations or disposed of and for movements in exchange rates.

Underlying growth in revenue is considered by the Group to be an important measure of performance in terms of local functional currency since it excludes those items considered to be outside the influence of local management. The Group's management uses this non-IFRS measure in its internal financial reporting, budgeting and planning to assess performance on both a business and a consolidated Group basis. Revenue growth at constant currency is important in measuring business performance compared to competitors and compared to the growth of the market itself.

The Group considers that revenue from sales of products acquired in material business combinations results in a step-up in growth in revenue in the year of acquisition that cannot be wholly attributed to local management's efforts with respect to the business in the year of acquisition. Depending on the timing of the acquisition, there will usually be a further step change in the following year. A measure of growth excluding the effects of business combinations also allows senior management to evaluate the performance and relative impact of growth from the existing business and growth from acquisitions. The process of making business acquisitions is directed, approved and funded from the Group corporate centre in line with strategic objectives.

The material limitation of the underlying growth in revenue measure is that it excludes certain factors, described above, which ultimately have a significant impact on total revenues. The Group compensates for this limitation by taking into account relative movements in exchange rates in its investment, strategic planning and resource allocation. In addition, as the evaluation and assessment of business acquisitions is not within the control of local management, performance of acquisitions is monitored centrally until the business is integrated.

The Group's management considers that the non-IFRS measure of underlying growth in revenue and the IFRS measure of growth in revenue are complementary measures, neither of which management uses exclusively.

'Underlying growth in revenue' reconciles to growth in revenue reported, the most directly comparable financial measure calculated in accordance with IFRS by making two adjustments, the 'constant currency exchange effect' and the 'acquisitions and disposals effect', described below.

The 'constant currency exchange effect' is a measure of the increase/decrease in revenue resulting from currency movements on non-US Dollar sales and is measured as the difference between: 1) the increase/decrease in the current year revenue translated into US Dollars at the current year average exchange rate and the prior revenue translated at the prior year rate; and 2) the increase/decrease being measured by translating current and prior year revenues into US Dollars using the prior year closing rate.

The 'acquisitions and disposals effect' is the measure of the impact on revenue from newly acquired material business combinations and recent material business disposals. This is calculated by comparing the current year, constant currency actual revenue (which include acquisitions and exclude disposals from the relevant date of completion) with prior year, constant currency actual revenue, adjusted to include the results of acquisitions and exclude disposals for the commensurate period in the prior year. These sales are separately tracked in the Group's internal reporting systems and are readily identifiable.

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Reported revenue growth, the most directly comparable financial measure calculated in accordance with IFRS, reconciles to underlying growth in revenue as follows:

| 2017 | Reported growth | Underlying growth | Reconciling items Acquisitions/disposals | Currency impact |
|--|-----------------|-------------------|---|-----------------|
| Consolidated revenue by franchise | % | % | % | % |
| Sports Medicine, Trauma & Other | 1 | 3 | (2) | – |
| Sports Medicine Joint Repair | 7 | 6 | – | 1 |
| Arthroscopic Enabling Technologies | (3) | (3) | – | – |
| Trauma & Extremities | 4 | 4 | – | – |
| Other Surgical Businesses | (11) | 7 | (19) | 1 |
| Reconstruction | 4 | 3 | – | 1 |
| Knee Implants | 6 | 5 | – | 1 |
| Hip Implants | – | – | – | – |
| Advanced Wound Management | 2 | 2 | – | – |
| Advanced Wound Care | – | – | – | – |
| Advanced Wound Bioactives | – | – | – | – |
| Advanced Wound Devices | 13 | 13 | – | – |
| Total | 2 | 3 | (1) | – |

| 2016 | Reported growth | Underlying growth | Reconciling items Acquisitions/disposals | Currency impact |
|---------------------------------------|--------------------|----------------------|---|--------------------|
| Consolidated revenue by franchise | % | % | % | % |
| Sports Medicine, Trauma & Other | 1 | 3 | (1) | (1) |
| Sports Medicine Joint Repair | 7 | 8 | – | (1) |
| Arthroscopic Enabling Technologies | – | 2 | – | (2) |
| Trauma & Extremities | (4) | (4) | 1 | (1) |
| Other Surgical Businesses | 5 | 15 | (9) | (1) |
| Reconstruction | 3 | 2 | 2 | (1) |

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| | | | | |
|---------------------------|-----|-----|---|-----|
| Knee Implants | 6 | 4 | 3 | (1) |
| Hip Implants | (1) | (1) | – | – |
| Advanced Wound Management | (3) | (1) | – | (2) |
| Advanced Wound Care | (5) | (3) | – | (2) |
| Advanced Wound Bioactives | (1) | – | – | (1) |
| Advanced Wound Devices | 3 | 5 | – | (2) |
| Total | 1 | 2 | – | (1) |

Trading profit, trading profit margin, trading cash flow and trading profit to cash conversion ratio

Trading profit, trading profit margin (trading profit expressed as a percentage of revenue), trading cash flow and trading profit to cash conversion ratio (trading cash flow expressed as a percentage of trading profit) are trend measures, which present the long-term profitability of the Group excluding the impact of specific transactions that management considers affect the Group's short-term profitability and cash flows. The Group has identified the following items, where material, as those to be excluded from operating profit and cash generated from operations when arriving at trading profit and trading cash flow, respectively: acquisition and disposal related items arising in connection with business combinations, including amortisation of acquisition intangible assets, impairments and integration costs; restructuring events; gains and losses resulting from legal disputes and uninsured losses. In addition to these items, gains and losses that materially impact the Group's profitability or cash flows on a short-term or one-off basis and the cash cost to fund defined benefit pension schemes that are closed to future accrual are excluded from operating profit and cash generated from operations when arriving at trading profit and trading cash flow, respectively.

Adjusted earnings per ordinary share (EPSA)

EPSA is a trend measure, which presents the long-term profitability of the Group excluding the post-tax impact of specific transactions that management considers affect the Group's short-term profitability and the one-off impact of US tax reform. The Group presents this measure to assist investors in their understanding of trends. Adjusted attributable profit is the numerator used for this measure and is determined by adjusting attributable profit for the items that are excluded from operating profit when arriving at trading profit and items that are recognised below operating profit that affect the Group's short-term profitability. The most directly comparable financial measure calculated in accordance with IFRS is basic earnings per ordinary share ('EPS').

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| | Revenue \$ million | Operating profit ¹ \$ million | Profit before tax ² \$ million | Taxation ³ \$ million | Attributable profit ⁴ \$ million | Cash generated from operating activities ⁵ \$ million | Earnings per share ⁶ ¢ |
|---|-----------------------|--|--|-------------------------------------|---|---|---|
| 2017 Reported | 4,765 | 934 | 879 | (112) | 767 | 1,273 | 87.8 |
| Acquisition-related costs and profit on disposal | – | (10) | (10) | 2 | (8) | 3 | (0.9) |
| Restructuring and rationalisation costs | – | – | – | – | – | 15 | – |
| Amortisation and impairment of acquisition intangibles | – | 140 | 140 | (40) | 100 | – | 11.4 |
| Legal and other ⁷ | – | (16) | (13) | 12 | (1) | 25 | (0.1) |
| US tax reform | – | – | – | (32) | (32) | – | (3.7) |
| Capital expenditure | – | – | – | – | – | (376) | – |
| 2017 Adjusted | 4,765 | 1,048 | 996 | (170) | 826 | 940 | 94.5 |

Acquisition-related costs and cash flows: For the year to 31 December 2017 the credit relates to a remeasurement of contingent consideration for a prior year acquisition partially offset by costs associated with the acquisition of Rotation Medical, Inc.

Restructuring and rationalisation costs: There were no restructuring and rationalisation costs in the year to 31 December 2017. The restructuring and rationalisation cash flows relate to the implementation of the Group Optimisation plan that was announced in May 2014 and completed at the end of 2016.

Amortisation and impairment of acquisition intangibles: For the year to 31 December 2017 the charge relates to the amortisation of intangible assets acquired in material business combinations and an impairment charge of \$10m.

Legal and other: For the year to 31 December 2017 the charge relates primarily to legal expenses for patent litigation with Arthrex, ongoing metal-on-metal hip claims and an increase of \$10m in the provision that reflects the present value of the estimated costs to resolve all other known and anticipated metal-on-metal hip claims. A \$54m credit has been recognised in the year to 31 December 2017 following a settlement payment received from Arthrex relating to patent litigation. For the year to 31 December 2017 \$44m of cash funding to closed defined benefit pension schemes is excluded from trading cash flow following the closure of the UK scheme to future accrual in December 2016.

| | Revenue \$ million | Operating profit ¹ \$ million | Profit before tax ² \$ million | Taxation ³ \$ million | Attributable profit ⁴ \$ million | Cash generated from operating activities ⁵ \$ million | Earnings per share ⁶ ¢ |
|---|-----------------------|--|--|-------------------------------------|---|---|---|
| 2016 Reported | 4,669 | 801 | 1,062 | (278) | 784 | 1,035 | 88.1 |
| Acquisition-related costs | – | 9 | (317) | 120 | (197) | 24 | (22.2) |
| Restructuring and rationalisation costs | – | 62 | 62 | (14) | 48 | 62 | 5.4 |
| Amortisation and impairment of acquisition intangibles | – | 178 | 178 | (59) | 119 | – | 13.4 |
| Legal and other | – | (30) | (20) | 1 | (19) | 36 | (2.1) |
| Capital expenditure | – | – | – | – | – | (392) | – |
| 2016 Adjusted | 4,669 | 1,020 | 965 | (230) | 735 | 765 | 82.6 |

Acquisition-related costs and cash flows: For the year to 31 December 2016 these costs relate to the costs associated with the integration of Blue Belt Technologies and other acquisitions. Taxation and attributable profit include the effect of the disposal of the Gynaecology business.

Restructuring and rationalisation costs: For the year to 31 December 2016 these costs primarily relate to the ongoing implementation of the Group Optimisation plan that was announced in May 2014.

Amortisation and impairment of acquisition intangibles: For the year to 31 December 2016 these charges relate to the amortisation of intangible assets acquired in material business combinations and a total impairment of \$48m including \$32m relating to Oasis, a product acquired with the Healthpoint acquisition in 2013.

Legal and other: For the year to 31 December 2016 the net credit of \$30m primarily relates to a \$44m curtailment credit on post-retirement benefits in the UK pension scheme partially offset by legal expenses incurred for patent litigation with Arthrex. Also included is a net \$1m credit in respect of insurance recoveries of \$24m and legal expenses of \$23m, relating to the ongoing metal-on-metal hip claims.

- 1 Represents a reconciliation of operating profit to trading profit.
- 2 Represents a reconciliation of reported profit before tax to trading profit before tax.
- 3 Represents a reconciliation of reported tax to trading tax.
- 4 Represents a reconciliation of reported attributable profit to adjusted attributable profit.
- 5 Represents a reconciliation of cash generated from operations to trading cash flow.
- 6 Represents a reconciliation of basic earnings per ordinary share to adjusted earnings per ordinary share (EPSA).

7 From 1 January 2017, the ongoing funding of closed defined benefit pension schemes is not included in management's definition of trading cash flow as there is no defined benefit service cost for these schemes.

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Free Cash Flow

Free cash flow is a measure of the cash generated for the Group to use after capital expenditure according to its capital allocation framework, it is defined as the net cash flow from operating activities less: capital expenditure and cash flows from interest and income taxes. A reconciliation from net cash flow from operating activities, the most comparable IFRS measure, to free cash flow is set out below:

| | 2017 | 2016 | 2015 |
|---|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Net cash flow from operating activities | 1,273 | 1,035 | 1,203 |
| Capital expenditure | (376) | (392) | (358) |
| Interest received | 2 | 3 | 8 |
| Interest paid | (50) | (48) | (44) |
| Income taxes paid | (135) | (141) | (137) |
| Free cash flow | 714 | 457 | 672 |

Return on invested capital (ROIC)

Return on invested capital (ROIC) is a measure of the return generated on capital invested by the Group. It provides a metric for long-term value creation and encourages compounding reinvestment within the business and discipline around acquisitions with low returns and long payback. ROIC is defined as: Net Operating Profit less Adjusted Taxes/((Opening Net Operating Assets + Closing Net Operating Assets)/2).

| | 2017 | 2016 | 2015 |
|--|------------|------------|------------|
| | \$ million | \$ million | \$ million |
| Operating profit | 934 | 801 | |
| Taxation | (112) | (278) | |
| Taxation adjustment ¹ | (10) | 107 | |
| Net operating profit less adjusted taxes | 812 | 630 | |
| Total equity | 4,644 | 3,958 | 3,966 |
| Retirement benefit asset | (62) | – | (13) |
| Investments | (21) | (25) | (13) |
| Investments in associates | (118) | (112) | (115) |
| Cash at bank | (169) | (100) | (120) |
| Long term borrowings | 1,423 | 1,564 | 1,434 |
| Retirement benefit obligation | 131 | 164 | 184 |
| Bank drafts and loans | 27 | 86 | 46 |
| Net operating assets | 5,855 | 5,535 | 5,369 |
| Average net operating assets | 5,695 | 5,452 | |
| Return on invested capital | 14.3% | 11.5% | |

1 Being the taxation on interest income, interest expense, other finance costs, share of results of associates and profit on disposal of business

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CONTRACTUAL OBLIGATIONS

Contractual obligations at 31 December 2017 were as follows:

| | Payments due by period | | | |
|-------------------------------|-------------------------------------|-------------------------------------|--------------------------------------|---------------------------------------|
| | Less than one year \$ million | One to three years \$ million | Three to five years \$ million | More than five years \$ million |
| Debt obligations | 27 | 300 | – | – |
| Private placement notes | 36 | 194 | 443 | 647 |
| Operating lease obligations | 57 | 78 | 43 | 56 |
| Retirement benefit obligation | 25 | 50 | 25 | – |
| Purchase obligations | 164 | 7 | – | – |
| Capital expenditure | 26 | – | – | – |
| Other | 81 | 74 | 45 | 5 |
| | 416 | 703 | 556 | 708 |

Other contractual obligations represent \$45m of foreign exchange contracts and \$160m of acquisition consideration. Provisions that do not relate to contractual obligations are not included in the above table.

The agreed contributions for 2018 in respect of the Group's defined benefits plans are \$25m for the UK Plan.

There are a number of agreements that take effect, alter or terminate upon a change in control of the Company or the Group following a takeover, such as bank loan agreements and Company share plans. None of these are deemed to be significant in terms of their potential impact on the business of the Group as a whole. In addition, there are service contracts between the Company and its Executive Directors which provide for the automatic payment of a bonus following loss of office or employment occurring because of a successful takeover bid. Further details are set out on page 102.

The Company does not have contracts or other arrangements which individually are essential to the business.

EXCHANGE RATES

The Group publishes its consolidated financial statements expressed in US Dollars. The following tables provide certain information concerning the exchange rates between Sterling and US Dollars based on the Bank of England rate.

| | | | | | |
|------------------------|------|------|------|------|------|
| Year ended 31 December | 2017 | 2016 | 2015 | 2014 | 2013 |
| Year end | 1.35 | 1.23 | 1.48 | 1.56 | 1.66 |
| Average ¹ | 1.30 | 1.35 | 1.53 | 1.65 | 1.56 |

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| | | | | | |
|------|------|------|------|------|------|
| High | 1.36 | 1.48 | 1.59 | 1.72 | 1.66 |
| Low | 1.21 | 1.21 | 1.46 | 1.55 | 1.48 |

- 1 The average of the Bank of England rates in effect on the last day of each month during the relevant period.

| | February 2018 ¹ | January 2018 | December 2017 | November 2017 | October 2017 | September 2017 |
|------|-------------------------------|-----------------|------------------|------------------|-----------------|-------------------|
| High | 1.42 | 1.43 | 1.35 | 1.35 | 1.33 | 1.36 |
| Low | 1.38 | 1.35 | 1.33 | 1.31 | 1.31 | 1.30 |

- 1 Up to 16 February 2018, the latest practicable date for this Annual Report.

On 16 February 2018, the latest practicable date for this Annual Report, the Bank of England rate was US\$1.40 per £1.00.

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2016 FINANCIAL HIGHLIGHTS

COMMENTARY ON THE INCOME STATEMENT

- Group revenue increased by \$35m, 1% on a reported basis, from \$4,634m in 2015 to \$4,669m in 2016. The underlying increase is 2%, after adjusting for 1% attributable to the unfavourable impact of currency movements.
- Cost of goods sold increased by \$129m, 11% on a reported basis, from \$1,143m in 2015 to \$1,272m in 2016. The movement is primarily due to underlying trading.
- Selling, general and administrative expenses decreased by \$275m (10% on a reported basis) from \$2,641m in 2015 to \$2,366m in 2016. In 2016, administrative expenses included amortisation of software and other intangible assets of \$61m (2015: \$66m), \$62m of restructuring and rationalisation expenses (2015: \$65m), an amount of \$178m relating to amortisation and impairment of acquired intangibles (2015: \$204m), \$9m of acquisition related costs (2015: \$12m) and \$30m net credit primarily related to a \$44m curtailment credit on UK post-retirement benefits (2015: \$190m charge for legal and other charges). Excluding the above items, selling, general and administrative expenses were \$2,086m in 2016, a decrease of \$18m from \$2,104m in 2015.
- Research and development expenditure as a percentage of revenue remained broadly consistent at 4.9% in 2016 (2015: 4.8%). Expenditure was \$230m in 2016 compared to \$222m in 2015. The Group continues to invest in innovative technologies and products to differentiate it from competitors.
- Operating profit increased by \$173m from \$628m in 2015 to \$801m in 2016. This movement in 2016 was primarily driven by the absence of costs recognised in 2015 relating to anticipated and settled metal-on-metal hip claims.
- Net interest expense increased by \$8m from a net \$38m expense in 2015 to a net \$46m expense in 2016. This movement is primarily due to an increase in the effective interest rate and the increase in net debt due to the acquisition of Blue Belt Technologies.
- Other finance costs in 2016 increased by \$1m and principally relates to costs associated with the Group's retirement benefit schemes.
- The taxation charge increased by \$129m to \$278m from \$149m in 2015 principally due to the tax charge on the disposal of the Gynaecology business. Our reported tax rate of 26.2% (2015: 26.7%) includes the one-off benefit of a US tax settlement which is partly offset by the tax rate on the disposal of the predominantly US Gynaecology business.

COMMENTARY ON THE GROUP BALANCE SHEET

Non-current assets increased by \$123m to \$4,815m in 2016 from \$4,692m in 2015. This is principally attributable to the following:

- Property, plant and equipment increased by \$50m from \$932m in 2015 to \$982m in 2016. There were \$320m of additions together with \$2m acquired with the Blue Belt acquisition which was partially offset by \$21m of assets disposed. Depreciation of \$224m was charged during 2016 and there were unfavourable currency movements of \$27m.

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- Goodwill increased by \$176m from \$2,012m in 2015 to \$2,188m in 2016. This movement relates to additions of \$211m from the acquisition of Blue Belt and BST-CarGel. This was partially offset by unfavourable currency movements of \$35m.
- Intangible assets decreased by \$91m from \$1,502m in 2015 to \$1,411m in 2016. There were additions of \$72m in 2016 relating to intellectual property, distribution rights and software acquired together with \$85m acquired with the Blue Belt and BST-CarGel acquisitions. Amortisation and impairment during 2016 was \$239m and there were unfavourable currency movements of \$9m.
- Investments increased to \$25m from \$13m in 2015. The increase was attributable to additions of \$2m and fair value remeasurement of \$10m.
- Deferred tax assets decreased by \$8m in the year from \$105m in 2015 to \$97m in 2016. The net deferred tax asset position is \$3m (2015: asset of \$28m). The decrease of \$25m is due to tax accrual to tax return adjustments and current year utilisation of net deferred tax assets offset by the impact of acquisitions of \$15m.

Current assets increased by \$54m to \$2,529m from \$2,475m in 2015. The movement relates to the following:

- Inventories rose by \$27m to \$1,244m in 2016 from \$1,217m in 2015. This movement is driven by inventory increases in distribution hubs and general increase across the Emerging Markets. This was offset by unfavourable currency movements of \$26m.
- The level of trade and other receivables increased by \$47m to \$1,185m in 2016 from \$1,138m in 2015. The movement primarily relates to increased trade receivables of \$39m and \$10m decrease in the bad debt provision as well as unfavourable currency movements.
- Cash at bank has decreased by \$20m from \$120m in 2015 to \$100m in 2016.

Current liabilities increased by \$4m from \$1,344m in 2015 to \$1,348m in 2016. This movement is attributable to:

- Bank overdrafts and loans increased by \$40m from \$46m in 2015 to \$86m in 2016.
- Trade and other payables increased by \$42m from \$842m in 2015 to \$884m in 2016 primarily due to deferred consideration for acquisitions made in 2016.
- Provisions decreased by \$46m from \$193m in 2015 to \$147m in 2016 primarily due to utilisation of the legal provision for known and anticipated metal-on-metal hip claims.
- Current tax payables decreased by \$32m from \$263m in 2015 to \$231m, mainly attributable to differences in the timing of cash tax payments year-on-year.

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FINANCIAL CALENDAR

| | |
|----------------------------------|---------------------|
| Annual General Meeting | 12 April 2018 |
| First quarter Trading Report | 3 May 2018 |
| Payment of 2017 final dividend | 9 May 2018 |
| Half year results announced | 26 July 2018 |
| Third quarter Trading Report | 1 November 2018 |
| Payment of 2018 interim dividend | November 2018 |
| Full year results announced | February 2019 |
| Annual Report available | February/March 2019 |
| Annual General Meeting | April 2019 |

1 Dividend declaration dates.

Annual General Meeting

The Company's Annual General Meeting (AGM) will be held on Thursday, 12 April 2018 at 2pm at No.11 Cavendish Square, London W1G 0AN. Registered shareholders have been sent either a Notice of Annual General Meeting or notification of availability of the Notice of Annual General Meeting.

Corporate headquarters and registered office

The corporate headquarters is in the UK and the registered office address is: Smith & Nephew plc, 15 Adam Street, London W2N 6LA, UK. Registered in England and Wales No. 324357. Tel. +44 (0)20 7401 7646 website: www.smith-nephew.com.

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ORDINARY SHAREHOLDERS

Registrar

All general enquiries concerning shareholdings, dividends, changes to shareholders' personal details and the AGM should be addressed to:

Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ.

Tel: 0370 703 0047

Tel: +44 (0) 117 378 5450 from outside the UK

Website: www.investorcentre.co.uk

* Lines are open from 8:30am to 5:30pm Monday to Friday, excluding public holidays in England and Wales.

SHAREHOLDER COMMUNICATIONS

We make quarterly financial announcements which are made available through Stock Exchange announcements and on the Group's website (www.smith-nephew.com). Copies of recent Annual Reports, press releases, institutional presentations and audio webcasts are also available on the website.

We send paper copies of the Notice of Annual General Meeting and Annual Report only to those shareholders and ADS holders who have elected to receive shareholder documentation by post. Electronic copies of the Annual Report and Notice of Annual General Meeting are available on the Group's website at www.smith-nephew.com. Both ordinary shareholders and ADS holders can request paper copies of the Annual Report, which the Company provides free of charge. The Company will continue to send to ordinary shareholders by post the Form of Proxy notifying them of the availability of the Annual Report and Notice of Annual General Meeting on the Group's website. If you elect to receive the Annual Report and Notice of Annual General Meeting electronically you are informed by e-mail of the documents' availability on the Group's website. ADS holders receive the Form of Proxy by post, but will not receive a paper copy of the Notice of Annual General Meeting.

INVESTOR COMMUNICATIONS

The Company maintains regular dialogue with individual institutional shareholders, together with results presentations. To ensure that all members of the Board develop an understanding of the views of major investors, the Executive Directors review significant issues raised by investors with the Board. Non-Executive Directors are sent copies of analysts' and brokers' briefings. There is an opportunity for individual shareholders to question the Directors at the Annual General Meeting and the Company regularly responds to letters from shareholders on a range of issues.

UK CAPITAL GAINS TAX

For the purposes of UK capital gains tax, the price of the Company's ordinary shares on 31 March 1982 was 35.04p.

SMITH & NEPHEW SHARE PRICE

The Company's ordinary shares are quoted on the London Stock Exchange under the symbol SN. The Company's share price is available on the Smith & Nephew website www.smith-nephew.com and at www.londonstockexchange.com where the live financial data is updated with a 15-minute delay.

AMERICAN DEPOSITARY SHARES ('ADSs') AND AMERICAN DEPOSITARY RECEIPTS ('ADRs')

In the USA, the Company's ordinary shares are traded in the form of ADSs, evidenced by ADRs, on the New York Stock Exchange under the symbol SNN. Each American Depositary Share represents two ordinary shares. Deutsche Bank is the authorised depositary bank for the Company's ADR programme.

ADS ENQUIRIES

All enquiries regarding ADS holder accounts and payment of dividends should be addressed to:

Deutsche Bank Shareholder Services
American Stock Transfer and Trust Company
Operations Centre 6201 15th Avenue
Brooklyn, New York
NY 11219

Tel: +1 866 249 2593 (toll free)

E-mail: db@astfinancial.com

Website: www.adr.db.com

The Deutsche Bank Global Direct Investor Services Program is available for US residents, enabling investment directly in ADSs with reduced brokerage commissions and service costs. For further information on Global Direct contact Deutsche Bank Shareholder Services (as above) or visit www.adr.db.com.

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SMITH & NEPHEW ADS PRICE

The Company's ADS price can be obtained from the official New York Stock Exchange website at www.nyse.com and the Smith & Nephew website www.smith-nephew.com where the live financial data is updated with a 15-minute delay, and is quoted daily in the Wall Street Journal.

ADS PAYMENT INFORMATION

The Company hereby discloses ADS payment information for the year ended 31 December 2017 in accordance with the Securities and Exchange Commission rules 12.D.3 and 12.D.4 relating to Form 20 F filings by foreign private issuers. The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors, including payment of dividends by the Company by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fee for those services are paid.

Persons depositing or withdrawing shares must pay
\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

\$0.05 (or less) per ADS

\$0.05 (or less) per ADS per calendar year

Registration or transfer fees

Taxes and other governmental charges the depositary or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes
Any charges incurred by the depositary or its agents for servicing the deposited securities

For
Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property

Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates

Any cash distribution to ADS registered holders, including payment of dividend
Depositary services

Transfer and registration of shares on our share register to or from the name of the depositary or its agent when shares are deposited or withdrawn
As necessary

As necessary

During 2017, a fee of one US cent per ADS was collected on the 2016 final dividend paid in May and a fee of one US cent per ADS was collected on the 2017 interim dividend paid in October. In the period 1 January 2017 to 16 February 2018, the total program payments made by Deutsche Bank Trust Company Americas were \$599,992.

DIVIDEND HISTORY

Smith & Nephew has paid dividends on its ordinary shares in every year since 1937. Following the capital restructuring and dividend reduction in 2000, the Group adopted a policy of increasing its dividend cover (the ratio of EPSA, as set out in the 'Selected financial data', to ordinary dividends declared for the year). This was intended to increase the financing capability of the Group for acquisitions and other investments. From 2000 to 2004, the dividend increased in line with inflation and, in 2004, dividend cover stood at 4.1 times. Having achieved this level of dividend cover the Board changed its policy, from that of increasing dividends in line with inflation, to that of increasing dividends for 2005 and after by 10%. Following the redenomination of the Company's share capital into US Dollars, the Board re-affirmed its policy of increasing the dividend by 10% a year in US Dollar terms.

On 2 August 2012, the Board announced its intention to pursue a progressive dividend policy, with the aim of increasing the US Dollar value of ordinary dividends over time broadly based on the Group's underlying growth in earnings, while taking into account capital requirements and cash flows.

At the time of the full year results, the Board reviews the appropriate level of total annual dividend each year. The Board intends that the interim dividend will be set by a formula and will be equivalent to 40% of the total dividend for the previous year. Dividends will continue to be declared in US Dollars with an equivalent amount in Sterling payable to those shareholders whose registered address is in the UK, or who have validly elected to receive Sterling dividends.

An interim dividend in respect of each fiscal year is normally declared in July or August and paid in November. A final dividend will be recommended by the Board of Directors and paid subject to approval by shareholders at the Company's Annual General Meeting.

Future dividends of Smith & Nephew will be dependent upon: future earnings; the future financial condition of the Group; the Board's dividend policy; and the additional factors that might affect the business of the Group set out in 'Special note regarding forward-looking statements' and 'Risk Factors'.

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DIVIDENDS PER SHARE

The table below sets out the dividends per ordinary share in the last five years.

| | Year ended 31 December | | | | |
|---------------------|------------------------|--------|--------|--------|--------|
| | 2017 | 2016 | 2015 | 2014 | 2013 |
| Pence per share: | | | | | |
| Interim | 9.340 | 10.080 | 8.533 | 7.578 | 7.211 |
| Final | 16.1831 | 14.420 | 14.300 | 13.574 | 11.121 |
| Total | 25.523 | 24.500 | 22.833 | 21.152 | 18.332 |
| US cents per share: | | | | | |
| Interim | 12.300 | 12.300 | 13.111 | 12.222 | 11.556 |
| Final | 22.700 | 18.500 | 19.000 | 20.667 | 18.889 |
| Total | 35.000 | 30.800 | 32.111 | 32.889 | 30.445 |

1 Translated at the Bank of England rate on 16 February 2018.

From 6 April 2016 dividends below £5,000 per tax year became tax free and dividends above £5,000 per tax year became subject to personal income tax at the rate of 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers and 38.1% for additional rate taxpayers. A self assessment form will therefore be required if your dividend income exceeds £5,000 per tax year. This will apply to both cash and dividend reinvestment plan ('DRIP') dividends, although dividends paid on shares held within pensions and ISAs will be unaffected, remaining tax free. Please note, with effect from 6 April 2018, the tax free allowance for dividend income will reduce from £5,000 to £2,000. This will impact the 2017 final dividend, which will be payable on 9 May 2018, subject to shareholder approval.

Dividends shown in the table above, prior to 6 April 2016, include the associated UK tax credit of 10%, but exclude the deduction of withholding taxes.

Since the second interim dividend for 2005, all dividends have been declared in US cents per ordinary share.

In respect of the proposed final dividend for the year ended 31 December 2017 of 22.7 US cents per ordinary share, the record date will be 6 April 2018 and the payment date will be 9 May 2018. The Sterling equivalent per ordinary share will be set following the record date. Shareholders may elect to receive their dividend in either Sterling or US Dollars and the last day for election will be 20 April 2018. The ordinary shares will trade ex-dividend on both the London and New York Stock Exchanges from 5 April 2018.

The proposed final dividend of 22.7 US cents per ordinary share, which together with the interim dividend of 12.3 US cents, makes a total for 2017 of 35.00 US cents.

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SHARE PRICES

The table below sets out, for the periods indicated, the highest and lowest middle market quotations for the Company's ordinary shares (as derived from the Daily Official List of the UK Listing Authority) and the highest and lowest sales prices of its ADSs (as reported on the New York Stock Exchange composite tape).

| | Ordinary shares | | ADSs | |
|---|-----------------|----------|--------------|-------------|
| | High £ | Low £ | High US\$ | Low US\$ |
| Year ended 31 December: | | | | |
| 2013 | 8.68 | 6.80 | 71.85 | 52.90 |
| 2014 ¹ | 11.93 | 8.57 | 97.27 | 29.39 |
| 2015 | 12.12 | 10.60 | 37.78 | 32.48 |
| 2016 | 13.10 | 10.51 | 35.06 | 27.11 |
| 2017 | 14.31 | 11.70 | 38.50 | 29.90 |
| Quarters in the year ended 31 December: | | | | |
| 2016: | | | | |
| 1st Quarter | 11.79 | 10.51 | 34.80 | 30.55 |
| 2nd Quarter | 12.67 | 11.12 | 34.97 | 31.43 |
| 3rd Quarter | 13.10 | 12.11 | 35.06 | 32.37 |
| 4th Quarter | 12.81 | 10.67 | 32.97 | 27.11 |
| 2017: | | | | |
| 1st Quarter | 12.52 | 11.70 | 31.71 | 29.90 |
| 2nd Quarter | 13.82 | 12.16 | 35.71 | 30.98 |
| 3rd Quarter | 13.99 | 12.94 | 37.17 | 33.87 |
| 4th Quarter | 14.31 | 12.79 | 38.50 | 34.62 |
| 2018: | | | | |
| 1st Quarter (to 16 February 2018) | 12.94 | 12.15 | 37.20 | 34.12 |
| Last six months: | | | | |
| August 2017 | 13.97 | 13.16 | 36.40 | 34.99 |
| September 2017 | 13.99 | 13.08 | 37.17 | 35.53 |
| October 2017 | 14.31 | 13.59 | 38.50 | 36.10 |
| November 2017 | 14.12 | 13.10 | 37.42 | 35.50 |
| December 2017 | 13.24 | 12.79 | 36.13 | 34.62 |
| January 2018 | 12.94 | 12.31 | 37.20 | 34.58 |
| February 2018 (to 16 February 2018) | 12.80 | 12.15 | 36.54 | 34.12 |

¹ On 14 October 2014, the ratio of ordinary shares per ADS changed from five ordinary shares per ADS to two ordinary shares per ADS.

SHARE CAPITAL

The principal trading market for the ordinary shares is the London Stock Exchange. The ordinary shares were listed on the New York Stock Exchange on 16 November 1999, trading in the form of ADSs evidenced by ADRs. Each ADS represents two ordinary shares from 14 October 2014, before which time one ADS represented five ordinary shares. The ADS facility is sponsored by Deutsche Bank acting as depositary.

All the ordinary shares, including those held by Directors and Executive Officers, rank *pari passu* with each other. On 23 January 2006, the ordinary shares of 122/9p were redenominated as ordinary shares of US 20 cents (following approval by shareholders at the Extraordinary General Meeting in December 2005). The new US Dollar ordinary shares carry the same rights as the previous ordinary shares. The share price continues to be quoted in Sterling. In 2006, the Company issued £50,000 of shares in Sterling in order to comply with English law. These were issued as deferred shares, which are not listed on any stock exchange. They have extremely limited rights and therefore effectively have no value. These shares were allotted to the Chief Executive Officer, although the Board reserves the right to transfer them to another member of the Board should it so wish.

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Shareholdings

As at 16 February 2018, to the knowledge of the Group, there were 14,877 registered holders of ordinary shares, of whom 96 had registered addresses in the USA and held a total of 207,045 ordinary shares (0.023% of the total issued). Because certain ordinary shares are registered in the names of nominees, the number of shareholders with registered addresses in the USA is not representative of the number of beneficial owners of ordinary shares resident in the USA.

As at 16 February 2018, 33,740,645 ADSs equivalent to 67,481,290 ordinary shares or approximately 7.7% of the total ordinary shares in issue, were outstanding and were held by 87 registered ADS holders.

Major shareholders

As far as is known to Smith & Nephew, the Group is not directly or indirectly owned or controlled by another corporation or by any Government and the Group has not entered into arrangements, the operation of which may at a subsequent date result in a change in control of the Group.

As at 16 February 2018, no persons are known to Smith & Nephew to have any interest (as defined in the Disclosure and Transparency Rules of the FCA) in 3% or more of the ordinary shares, other than as shown below. The following tables show changes over the last three years in the percentage and numbers of the issued share capital owned by shareholders holding 3% or more of ordinary shares, as notified to the Company under the Disclosure and Transparency Rules:

| | As at 31 December | | | |
|-----------------|-------------------|------|------|------|
| | 16 February 2018 | 2017 | 2016 | 2015 |
| | % | % | % | % |
| BlackRock, Inc. | 5.2 | 5.2 | 5.2 | 5.2 |

| | As at 31 December | | | |
|-----------------|-------------------|--------|--------|--------|
| | 16 February 2018 | 2017 | 2016 | 2015 |
| | '000 | '000 | '000 | '000 |
| BlackRock, Inc. | 46,427 | 46,427 | 46,427 | 46,427 |

The Company is not aware of any person who has a significant direct or indirect holding of securities in the Company, and is not aware of any persons holding securities which may control the Company. There are no securities in issue which have special rights as to the control of the Company.

Purchase of ordinary shares on behalf of the Company

At the AGM, the Company will be seeking a renewal of its current permission from shareholders to purchase up to 10% of its own shares. In order to avoid shareholder dilution, shares allotted to employees through employee share schemes are bought back on a quarterly basis and subsequently cancelled by the Company.

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From 1 January 2017 to 16 February 2018, in the months listed below, the Company has purchased 2,907,586 ordinary shares at a cost of \$50,112,844.04.

| | Total shares purchased 000s | Average price paid per share pence | Approximate US\$ value of shares purchased under the plan \$ |
|---------------------------------------|-----------------------------------|--|---|
| 20-21 February 2017 (partial Q4 2016) | 429 | 1,205.0589 | 6,451,301 |
| 18-22 May 2017 (Q1 2017) | 960 | 1,324.2686 | 16,520,793 |
| 2 August 2017 (Q2 2017) | 309 | 1,319.9881 | 5,410,073 |
| 7-8 November 2017 (Q3 2017) | 652 | 1,384.7434 | 11,837,805 |
| 14-15 February 2018 (Q4 2017) | 557 | 1,261.6308 | 9,892,872 |

The shares were purchased in the open market by J.P. Morgan Securities plc and Merrill Lynch International on behalf of the Company.

Exchange controls and other limitations affecting security holders

There are no UK governmental laws, decrees or regulations that restrict the export or import of capital or that affect the payment of dividends, interest or other payments to non-resident holders of Smith & Nephew's securities, except for certain restrictions imposed from time to time by Her Majesty's Treasury of the United Kingdom pursuant to legislation, such as the United Nations Act 1946 and the Emergency Laws Act 1964, against the Government or residents of certain countries.

There are no limitations, either under the laws of the UK or under the Articles of Association of Smith & Nephew, restricting the right of non-UK residents to hold or to exercise voting rights in respect of ordinary shares, except that where any overseas shareholder has not provided to the Company a UK address for the service of notices, the Company is under no obligation to send any notice or other document to an overseas address. It is, however, the current practice of the Company to send every notice or other document to all shareholders regardless of the country recorded in the register of members, with the exception of details of the Company's dividend reinvestment plan, which are not sent to shareholders with recorded addresses in the USA and Canada.

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TAXATION INFORMATION FOR SHAREHOLDERS

The comments below are of a general and summary nature and are based on the Group's understanding of certain aspects of current UK and US federal income tax law and practice relevant to the ADSs and ordinary shares not in ADS form. The comments address the material US and UK tax consequences generally applicable to a person who is the beneficial owner of ADSs or ordinary shares and who, for US federal income tax purposes, is a citizen or resident of the USA, a corporation (or other entity taxable as a corporation) created or organised in or under the laws of the USA (or any State therein or the District of Columbia), or an estate or trust the income of which is included in gross income for US federal income tax purposes regardless of its source (each a US Holder). The comments set out below do not purport to address all tax consequences of the ownership of ADSs or ordinary shares that may be material to a particular holder and in particular do not deal with the position of shareholders who directly or indirectly own 10% or more of the Company's issued ordinary shares. This discussion does not apply to (i) persons whose holding of ADSs or ordinary shares is effectively connected with or pertains to either a permanent establishment in the UK through which a US Holder carries on a business in the UK or a fixed base from which a US Holder performs independent personal services in the UK, or (ii) persons whose registered address is inside the UK. This discussion does not apply to certain investors subject to special rules, such as certain financial institutions, tax-exempt entities, insurance companies, broker-dealers and traders in securities that elect to use the mark-to-market method of tax accounting, partnerships or other entities treated as partnerships for US federal income tax purposes, US Holders holding ADSs or ordinary shares as part of a hedging, conversion or other integrated transaction or US Holders whose functional currency for US federal income tax purposes is other than the US Dollar. In addition, the comments below do not address the potential application of the provisions of the United States Internal Revenue Code, known as the Medicare Contribution Tax, any alternative minimum tax consequences, any US federal tax and other than income tax or any US state, local or non-US (other than UK) taxes. The summary deals only with US Holders who hold ADSs or ordinary shares as capital assets for tax purposes. The summary is based on current UK and US law and practice which is subject to change, possibly with retroactive effect. US Holders are recommended to consult their own tax advisers as to the particular tax consequences to them of the ownership of ADSs or ordinary shares. The Company believes, and this discussion assumes, that the Company was not a passive foreign investment company for its taxable year ended 31 December 2017.

This discussion is based in part on representations by the depositary and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms. For purposes of US federal income tax law, US Holders of ADSs will generally be treated as owners of the ordinary shares represented by the ADSs. However, the US Treasury has expressed concerns that parties to whom depositary shares are released before shares are delivered to the depositary (pre-released) may be taking actions that are inconsistent with the claiming of foreign tax credits by owners of depositary shares. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate US Holders. Accordingly, the availability of the reduced tax rate for dividends received by certain non-corporate US Holders of ADSs could be affected by actions that may be taken by parties to whom ADSs are pre-released.

Taxation of distributions in the UK and the USA

The UK does not currently impose a withholding tax on dividends paid by a UK corporation, such as the Company.

Distributions paid by the Company will generally be taxed as foreign source dividends to the extent paid out of the Company's current or accumulated earnings and profits as determined for US federal income tax purposes. Because the Company does not maintain calculations of its earnings and profits under US federal income tax principles, it is expected that distributions generally will be reported to US Holders as dividends. Such dividends will not be eligible for the dividends-received deduction generally allowed to corporate US Holders.

Dividends paid to certain non-corporate US Holders of ordinary shares or ADSs may be subject to US federal income tax at lower rates than those applicable to other types of ordinary income if certain conditions are met. Non-corporate US Holders should consult their own tax advisers to determine whether they are subject to any special rules that limit their ability to be taxed at these favourable rates.

Taxation of capital gains

US Holders, who are not resident or ordinarily resident for tax purposes in the UK, will not generally be liable for UK capital gains tax on any capital gain realised upon the sale or other disposition of ADSs or ordinary shares unless the ADSs or ordinary shares are held in connection with a trade carried on in the UK through a permanent establishment (or in the case of individuals, through a branch or agency). Furthermore, UK resident individuals who acquire ADSs or ordinary shares before becoming temporarily non-UK residents may remain subject to UK taxation of capital gains on gains realised while non-resident.

For US federal income tax purposes, gains or losses realised upon a taxable sale or other disposition of ADSs or ordinary shares by US Holders generally will be US source capital gains or losses and will be long-term capital gains or losses if the ADSs or ordinary shares were held for more than one year. The amount of a US Holder's gain or loss will be equal to the difference between the amount realised on the sale or other disposition and such holder's tax basis in the ADSs, or ordinary shares, each determined in US Dollars.

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Inheritance and estate taxes

The HM Revenue & Customs imposes inheritance tax on capital transfers which occur on death, and in the seven years preceding death. The HM Revenue & Customs considers that the US/UK Double Taxation Convention on Estate and Gift Tax applies to inheritance tax. Consequently, a US citizen who is domiciled in the USA and is not a UK national or domiciled in the UK will not be subject to UK inheritance tax in respect of ADSs and ordinary shares. A UK national who is domiciled in the USA will be subject to UK inheritance tax but will be entitled to a credit for any US federal estate tax charged in respect of ADSs and ordinary shares in computing the liability to UK inheritance tax. Special rules apply where ADSs and ordinary shares are business property of a permanent establishment of an enterprise situated in the UK.

US information reporting and backup withholding

Payments of dividends on, or proceeds from the sale of, ADSs or ordinary shares that are made within the USA or through certain US-related financial intermediaries generally will be subject to US information reporting, and may be subject to backup withholding, unless a US Holder is an exempt recipient or, in the case of backup withholding, provides a correct US taxpayer identification number and certain other conditions are met.

Any backup withholding deducted may be credited against the US Holder's US federal income tax liability, and, where the backup withholding exceeds the actual liability, the US Holder may obtain a refund by timely filing the appropriate refund claim with the US Internal Revenue Service.

US Holders who are individuals or certain specified entities may be required to report information relating to securities issued by a non-US person (or foreign accounts through which the securities are held), subject to certain exceptions (including an exception for securities held in accounts maintained by US financial institutions). US Holders should consult their tax advisers regarding their reporting obligations with respect to the ADSs or ordinary shares.

UK stamp duty and stamp duty reserve tax

UK stamp duty is charged on documents and in particular instruments for the transfer of registered ownership of ordinary shares. Transfers of ordinary shares in certificated form will generally be subject to UK stamp duty at the rate of ½% of the consideration given for the transfer with the duty rounded up to the nearest £5.

UK stamp duty reserve tax (SDRT) arises when there is an agreement to transfer shares in UK companies 'for consideration in money or money's worth', and so an agreement to transfer ordinary shares for money or other consideration may give rise to a charge to SDRT at the rate of ½% (rounded up to the nearest penny). The charge of SDRT will be cancelled, and any SDRT already paid will be refunded, if within six years of the agreement an instrument of transfer is produced to HM Revenue & Customs and the appropriate stamp duty paid.

Transfers of ordinary shares into CREST (an electronic transfer system) are exempt from stamp duty so long as the transferee is a member of CREST who will hold the ordinary shares as a nominee for the transferor and the transfer is in a form that will ensure that the securities become held in uncertificated form within CREST. Paperless transfers of ordinary shares within CREST for consideration in money or money's worth are liable to SDRT rather than stamp duty. SDRT on relevant transactions will be collected by CREST at ½%, and this will apply whether or not the transfer is effected in the UK and whether or not the parties to it are resident or situated in the UK.

A charge of stamp duty or SDRT at the rate of 1½% of the consideration (or, in some circumstances, the value of the shares concerned) will arise on a transfer or issue of ordinary shares to the depositary or to certain persons providing a clearance service (or their nominees or agents) for the conversion into ADRs and will generally be payable by the depositary or person providing clearance service. In accordance with the terms of the Deposit Agreement, any tax or duty payable by the depositary on deposits of ordinary shares will be charged by the depositary to the party to whom ADRs are delivered against such deposits.

No liability for stamp duty or SDRT will arise on any transfer of, or agreement to transfer, an ADS or beneficial ownership of an ADS, provided that the ADS and any instrument of transfer or written agreement to transfer remains at all times outside the UK, and provided further that any instrument of transfer or written agreement to transfer is not executed in the UK and the transfer does not relate to any matter or thing done or to be done in the UK (the location of the custodian as a holder of ordinary shares not being relevant in this context). In any other case, any transfer of, or agreement to transfer, an ADS or beneficial ownership of an ADS could, depending on all the circumstances of the transfer, give rise to a charge to stamp duty or SDRT.

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ARTICLES OF ASSOCIATION

The following summarises certain material rights of holders of the Company's ordinary shares under the material provisions of the Company's Articles of Association and English law. This summary is qualified in its entirety by reference to the Companies Act and the Company's Articles of Association. In the following description, a 'shareholder' is the person registered in the Company's register of members as the holder of an ordinary share.

The Company is incorporated under the name Smith & Nephew plc and is registered in England and Wales with registered number 324357.

The Company's ordinary shares may be held in certificated or uncertificated form. No holder of the Company's shares will be required to make additional contributions of capital in respect of the Company's shares in the future. In accordance with English law, the Company's ordinary shares rank equally.

Directors

Under the Company's Articles of Association, a Director may not vote in respect of any contract, arrangement, transaction or proposal in which he, or any person connected with him, has any material interest other than by virtue of his interests in securities of, or otherwise in or through, the Company. This is subject to certain exceptions relating to proposals (a) indemnifying him in respect of obligations incurred on behalf of the Company, (b) indemnifying a third party in respect of obligations of the Company for which the Director has assumed responsibility under an indemnity or guarantee, (c) relating to an offer of securities in which he will be interested as an underwriter, (d) concerning another body corporate in which the Director is beneficially interested in less than 1% of the issued shares of any class of shares of such a body corporate, (e) relating to an employee benefit in which the Director will share equally with other employees and (f) relating to any insurance that the Company is empowered to purchase for the benefit of Directors of the Company in respect of actions undertaken as Directors (and/or officers) of the Company.

A Director shall not vote or be counted in any quorum present at a meeting in relation to a resolution on which he is not entitled to vote. The Directors are empowered to exercise all the powers of the Company to borrow money, subject to the limitation that the aggregate amount of all monies borrowed after deducting cash and current asset investments by the Company and its subsidiaries shall not exceed the sum of \$6,500,000,000.

Any Director who has been appointed by the Directors since the previous Annual General Meeting of shareholders, either to fill a casual vacancy or as an additional Director holds office only until the conclusion of the next Annual General Meeting and then shall be eligible for re-election by the shareholders. The other Directors retire and are eligible for re-appointment at the third Annual General Meeting after the meeting at which they were last re-appointed. If not re-appointed, a Director retiring at a meeting shall retain office until the meeting appoints someone in his place, or if it does not do so, until the conclusion of the meeting. The Directors are subject to removal with or without cause by the Board or the shareholders. Directors are not required to hold any shares of the Company by way of qualification.

Under the Company's Articles of Association and English law, a Director may be indemnified out of the assets of the Company against liabilities he may sustain or incur in the execution of his duties.

Rights attaching to ordinary shares

Under English law, dividends are payable on the Company's ordinary shares only out of profits available for distribution, as determined in accordance with accounting principles generally accepted in the UK and by the Companies Act 2006. Holders of the Company's ordinary shares are entitled to receive final dividends as may be declared by the Directors and approved by the shareholders in general meeting, rateable according to the amounts paid up on such shares, provided that the dividend cannot exceed the amount recommended by the Directors.

The Company's Board of Directors may declare such interim dividends as appear to them to be justified by the Company's financial position. If authorised by an ordinary resolution of the shareholders, the Board may also direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid up shares or debentures of the Company).

Any dividend unclaimed after 12 years from the date the dividend was declared, or became due for payment, will be forfeited and will revert to the Company. There were no material modifications to the rights of shareholders under the Articles during 2017.

Voting rights of ordinary shares

Voting at any general meeting of shareholders is by a show of hands unless a poll, which is a written vote, is duly demanded and held. On a show of hands, every shareholder who is present in person at a general meeting has one vote regardless of the number of shares held. On a poll, every shareholder who is present in person or by proxy has one vote for each ordinary share held by that shareholder. A poll may be demanded by any of the following:

- The chairman of the meeting;
- At least five shareholders present or by proxy entitled to vote on the resolution;
- Any shareholder or shareholders representing in the aggregate not less than one-tenth of the total voting rights of all shareholders entitled to vote on the resolution; or
- Any shareholder or shareholders holding shares conferring a right to vote on the resolution on which there have been paid-up sums in aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A Form of Proxy will be treated as giving the proxy the authority to demand a poll, or to join others in demanding one, as above.

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The necessary quorum for a general meeting is two shareholders present in person or by proxy carrying the right to vote upon the business to be transacted. Matters are transacted at general meetings of the Company by the processing and passing of resolutions of which there are two kinds; ordinary or special resolutions:

– Ordinary resolutions include resolutions for the re-election of Directors, the approval of financial statements, the declaration of dividends (other than interim dividends), the appointment and re-appointment of auditors or the grant of authority to allot shares. An ordinary resolution requires the affirmative vote of a majority of the votes of those persons voting at the meetings at which there is a quorum.

– Special resolutions include resolutions amending the Company's Articles of Association, dis-applying statutory pre-emption rights or changing the Company's name; modifying the rights of any class of the Company's shares at a meeting of the holders of such class or relating to certain matters concerning the Company's winding up. A special resolution requires the affirmative vote of not less than three-quarters of the votes of the persons voting at the meeting at which there is a quorum.

Annual General Meetings must be convened upon advance written notice of 21 days. Other general meetings must be convened upon advance written notice of at least 14 clear days. The days of delivery or receipt of notice are not included. The notice must specify the nature of the business to be transacted. Meetings are convened by the Board of Directors. Members with 5% of the ordinary share capital of the Company may requisition the Board to convene a meeting.

Variation of rights

If, at any time, the Company's share capital is divided into different classes of shares, the rights attached to any class may be varied, subject to the provisions of the Companies Act, with the consent in writing of holders of three-quarters in nominal value of the issued shares of that class or upon the adoption of a special resolution passed at a separate meeting of the holders of the shares of that class. At every such separate meeting, all the provisions of the Articles of Association relating to proceedings at a general meeting apply, except that the quorum is to be the number of persons (which must be two or more) who hold or represent by proxy not less than one-third in nominal value of the issued shares of the class and at any such meeting a poll may be demanded in writing by any person or their proxy who hold shares of that class. Where a person is present by proxy or proxies, he is treated as holding only the shares in respect of which the proxies are authorised to exercise voting rights.

Rights in a winding up

Except as the Company's shareholders have agreed or may otherwise agree, upon the Company's winding up, the balance of assets available for distribution:

- After the payment of all creditors including certain preferential creditors, whether statutorily preferred creditors or normal creditors; and
- Subject to any special rights attaching to any other class of shares;
- Is to be distributed among the holders of ordinary shares according to the amounts paid-up on the shares held by them. This distribution is generally to be made in US Dollars. A liquidator may, however, upon the adoption of any extraordinary resolution of the shareholders and any other sanction required by law, divide among the shareholders the

whole or any part of the Company's assets in kind.

Limitations on voting and shareholding

There are no limitations imposed by English law or the Company's Articles of Association on the right of non-residents or foreign persons to hold or vote the Company's ordinary shares or ADSs, other than the limitations that would generally apply to all of the Company's shareholders.

Transfers of shares

The Board may refuse to register the transfer of shares held in certificated form which:

- Are not fully paid (provided that it shall not exercise this discretion in such a way as to prevent stock market dealings in the shares of that class from taking place on an open and proper basis);
- Are not duly stamped or duly certified or otherwise shown to the satisfaction of the Board to be exempt from stamp duty, lodged at the Transfer Office or at such other place as the Board may appoint and (save in the case of a transfer by a person to whom no certificate was issued in respect of the shares in question) accompanied by the certificate for the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do;
- Are in respect of more than one class of shares; or
- Are in favour of more than four transferees.

Deferred shares

Following the re-denomination of share capital on 23 January 2006, the ordinary shares' nominal value became 20 US cents each. There were no changes to the rights or obligations of the ordinary shares. In order to comply with the Companies Act 2006, a new class of Sterling shares was created, deferred shares, of which £50,000 were issued and allotted in 2006 as fully paid to the Chief Executive Officer though the Board reserves the right to transfer them to another member of the Board should it so wish. These deferred shares have no voting or dividend rights and on winding up only are entitled to repayment at nominal value only if all ordinary shareholders have received the nominal value of their shares plus an additional \$1,000 each.

Amendments

The Company does not have any special rules about amendments to its Articles of Association beyond those imposed by law.

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CROSS REFERENCE TO FORM 20 F

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GLOSSARY OF TERMS

Unless the context indicates otherwise, the following terms have the meanings shown below:

| Term | Meaning |
|------------------------------------|--|
| ACL | The anterior cruciate ligament (ACL) is one of the four major ligaments in the human knee. |
| ADR | In the US, the Company's ordinary shares are traded in the form of American Depositary Shares evidenced by American Depositary Receipts (ADRs). |
| ADS | In the US, the Company's ordinary shares are traded in the form of American Depositary Shares (ADSs). |
| Arthroscopic Enabling Technologies | A product group which includes a variety of technologies such as fluid management equipment for surgical access, high definition cameras, digital image capture, scopes, light sources and monitors to assist with visualisation inside the joints, radio frequency, electromechanical and mechanical tissue resection devices, and hand instruments for removing damaged tissue. |
| Advanced Wound Bioactives | A product group which includes biologics and other bioactive technologies that provide unique approaches to debridement and dermal repair/regeneration. |
| Advanced Wound Care | A product group which includes products for the treatment and prevention of acute and chronic wounds, including leg, diabetic and pressure ulcers, burns and post-operative wounds. |
| Advanced Wound Devices | A product group which includes traditional and single-use Negative Pressure Wound Therapy and hydrosurgery systems. |
| AGM | Annual General Meeting of the Company. |
| Arthroscopy | Endoscopy of the joints is termed 'arthroscopy', with the principal applications being the knee and shoulder. |
| Basis Point | One hundredth of one percentage point. |
| Chronic wounds | Chronic wounds are those with long or unknown healing times including leg ulcers, pressure sores and diabetic foot ulcers. |
| Company | Smith & Nephew plc or, where appropriate, the Company's Board of Directors, unless the context otherwise requires. |
| Companies Act | Companies Act 2006, as amended, of England and Wales. |
| Emerging Markets | Emerging Markets include Greater China, India, Brazil and Russia. |
| EPSA | EPSA (Adjusted earnings per ordinary share) is a trend measure, which presents the long-term profitability of the Group excluding the post-tax impact of specific transactions that management considers affects the Group's short-term profitability. The Group presents this measure to assist investors in their understanding of trends. Adjusted attributable profit is the numerator used for this measure and is determined by adjusting attributable profit for the items that are excluded from operating profit when arriving at trading profit and items that are recognised below operating profit that affect the Group's short-term profitability. |
| Endoscopy | Through a small incision, surgeons are able to see inside the body using a monitor and identify and repair defects. |
| Established Markets | Established Markets include United States of America, Europe, Australia, New Zealand, Canada and Japan. |

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| | |
|-------------------------|---|
| Euro or € | References to the common currency used in the majority of the countries of the European Union. |
| FDA | US Food and Drug Administration. |
| Financial statements | Refers to the consolidated Group Accounts of Smith & Nephew plc. |
| FTSE 100 | Index of the largest 100 listed companies on the London Stock Exchange by market capitalisation. |
| Group or Smith & Nephew | Used for convenience to refer to the Company and its consolidated subsidiaries, unless the context otherwise requires. |
| Health economics | A branch of economics concerned with issues related to efficiency, effectiveness, value and behaviour in the production and consumption of health and healthcare. |
| Hip Implants | A product group which includes specialist products for reconstruction of the hip joint. |
| IFRIC | International Financial Reporting Interpretations as adopted by the EU and as issued by the International Accounting Standards Board. |
| IFRS | International Financial Reporting Standards as adopted by the EU and as issued by the International Accounting Standards Board. |
| Knee implants | A product group which includes an innovative range of products for specialised knee replacement procedures. |
| LSE | London Stock Exchange. |
| MHRA | The Medicines and Healthcare products Regulatory Agency in the UK. |

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| Term | Meaning |
|---------------------------------|---|
| Negative Pressure Wound Therapy | A technology used to treat chronic wounds such as diabetic ulcers, pressure sores and post-operative wounds through the application of sub-atmospheric pressure to an open wound. |
| NHS | The UK National Health Service. |
| NYSE | New York Stock Exchange. |
| Orthopaedic products | Orthopaedic reconstruction products include joint replacement systems for knees, hips and shoulders and support products such as computer-assisted surgery and minimally invasive surgery techniques. Orthopaedic trauma devices are used in the treatment of bone fractures including rods, pins, screws, plates and external frames. Clinical therapies products include joint fluid therapy for pain reduction of the knee and an ultrasound treatment to accelerate the healing of bone fractures. |
| Other Surgical Businesses | A product group which includes robotics-assisted surgery, various products and technologies to assist in surgical treatment of the ear, nose and throat, and gynaecological instrumentation, until the Gynaecology business disposal in August 2016. |
| OXINIUM | OXINIUM material is an advanced load bearing technology. It is created through a proprietary manufacturing process that enables zirconium to absorb oxygen and transform to a ceramic on the surface, resulting in a material that incorporates the features of ceramic and metal. Management believes that OXINIUM material used in the production of components of knee and hip implants exhibits unique performance characteristics due to its hardness, low-friction and resistance to roughening and abrasion. |
| Parent Company | Smith & Nephew plc. |
| Pound Sterling, £, pence or p | References to UK currency. 1p is equivalent to one hundredth of £1. |
| SEC | US Securities and Exchange Commission. |
| Sports Medicine Joint Repair | The Sports Medicine Joint Repair franchise includes instruments, technologies and implants necessary to perform minimally invasive surgery of joints. |
| Trading results | Trading profit, trading profit margin (trading profit expressed as a percentage of revenue), trading cash flow and trading profit to cash conversion ratio (trading cash flow expressed as a percentage of trading profit) are trend measures, which present the long-term profitability of the Group excluding the impact of specific transactions that management considers affect the Group's short-term profitability and cash flows. The Group has identified the following items, where material, as those to be excluded from operating profit and cash generated from operations when arriving at trading profit and trading cash flow, respectively: acquisition and disposal related items arising in connection with business combinations, including amortisation of acquisition intangible assets, impairments and integration costs; restructuring events; gains and losses resulting from legal disputes and uninsured losses. In addition to these items, gains and losses that materially impact the Group's profitability or cash flows on a short-term or one-off basis and the cash cost to fund defined benefit pension schemes that are closed to future accrual are excluded from operating profit and cash generated from operations when arriving at trading profit and trading cash flow, respectively. |
| Trauma & Extremities | A product group which includes internal and external devices used in the stabilisation of severe fractures and deformity correction procedures. |

UK United Kingdom of Great Britain and Northern Ireland.

Underlying Growth after adjusting for the effects of currency translation and the inclusion of the comparative
growth impact of acquisitions and exclusion of disposals.

US United States of America.

US Dollars, \$ References to US currency. 1 cent is equivalent to one hundredth of US\$1.
or cents or ¢

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IRAN NOTICE

Section 13(r) of the Exchange Act requires issuers to make specific disclosure in their annual reports of certain types of dealings with Iran, including transactions or dealings with Iranian government-owned entities, as well as dealings with entities sanctioned for activities related to terrorism or proliferation of weapons of mass destruction, even when those activities are not prohibited by US law and do not involve US persons. The Group does not have a legal entity based in Iran, but in 2017 it exported certain medical devices to Iran, via sales by non-US entities, to a new privately owned Iranian distributor for sale in Iran. Prior to 2017, the Group had sold products via non-US entities to a privately owned distributor based in the UAE who sold products into Iran. In both cases, sales were to hospitals that we understand are owned or controlled by the Government of Iran.

The Group's direct and indirect sales of US origin medical devices into Iran are permitted pursuant to section 560.530(a)(3)(i) of the Iranian Transactions and Sanctions Regulations, and its indirect sales of non-US origin medical devices into Iran are made in accordance with applicable law. The Group also provides training to its distributor(s) and surgeons in Iran as necessary and ordinarily incident to the safe and effective use of the medical devices, which is also permitted by applicable law. In 2017, the Group's gross revenues from sales to Iran were approximately \$5.2m and net losses were approximately \$4.0m, due in part to the transition to the new distributor. For prior years, approximate gross revenues and net profits of the Group from sales to Iran were: 2016: gross revenues \$1.2m, net losses \$0.4m; 2015: gross revenues \$4.0m, net profits \$0.8m; 2014: gross revenues \$3.8m, net profits \$1.1m; and 2013: gross revenues \$3.5m, net profits \$1.2m.

The Group is reporting the entire gross revenues and net profits for the activities described above, which figures include sales of US origin medical devices. The Group has included sales of US origin medical devices in the total gross revenue and net profit figures above as it does not separately break out revenues and profits by country of origin. The Group intends to continue to engage in the activities described above in accordance with applicable law.

ABOUT SMITH & NEPHEW

The Smith & Nephew Group (the Group) is a global medical devices business operating in the markets for advanced surgical devices comprising orthopaedic reconstruction and trauma, sports medicine and advanced wound management, with revenue of approximately \$4.8bn in 2017. Smith & Nephew plc (the Company) is the Parent Company of the Group. It is an English public limited company with its shares listed on the premium list of the UK Listing Authority and traded on the London Stock Exchange. Shares are also traded on the New York Stock Exchange in the form of American Depositary Shares (ADSs).

This is the Annual Report of Smith & Nephew plc for the year ended 31 December 2017. It comprises, in a single document, the Annual Report and Accounts of the Company in accordance with UK requirements and the Annual Report on Form 20 F in accordance with the regulations of the United States Securities and Exchange Commission (SEC).

Smith & Nephew operates on a worldwide basis and has distribution channels in over 100 countries. The Group is engaged in a single business activity, being the development, manufacture and sale of medical technology products and services. The Group is structured as two geographical selling regions: US and International; with a president for each who is responsible for the commercial view of that region. Research & Development, Manufacturing, Supply

Chain and Central functions are managed globally for the Group as a whole.

Smith & Nephew's corporate website, www.smith-nephew.com, gives additional information on the Group, including an electronic version of this Annual Report. Information made available on this website, or other websites mentioned in this Annual Report, are not and should not be regarded as being part of, or incorporated into, this Annual Report.

For the convenience of the reader, a Glossary of technical and financial terms used in this document is included on pages 196 – 197. The product names referred to in this document are identified by use of capital letters and TM (on first occurrence) and are trademarks owned by or licensed to members of the Group.

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INFORMATION FOR SHAREHOLDERS continued

PRESENTATION

The Group's fiscal year end is 31 December. References to a particular year in this Annual Report are to the fiscal year, unless otherwise indicated. Except as the context otherwise requires, 'Ordinary Share' or 'share' refer to the ordinary shares of Smith & Nephew plc of 20 US cents each.

The Group Accounts of Smith & Nephew in this Annual Report are presented in US Dollars. Solely for the convenience of the reader, certain parts of this Annual Report contain translations of amounts in US Dollars into Sterling at specified rates. These translations should not be construed as representations that the US Dollar amounts actually represent such Sterling amounts or could be converted into Sterling at the rate indicated.

Unless stated otherwise, the translation of US Dollars and cents to Sterling and pence in this Annual Report has been made at the Bank of England exchange rate on the date indicated. On 16 February 2018, the latest practicable date for this Annual Report, the Bank of England rate was US\$1.40 per £1.00.

The results of the Group, as reported in US Dollars, are affected by movements in exchange rates between US Dollars and other currencies. The Group applied the average exchange rates prevailing during the year to translate the results of companies with functional currency other than US Dollars. The currencies which most influenced these translations in the years covered by this report were Sterling, Swiss Franc and the Euro.

The Accounts of the Group in this Annual Report are presented in millions (m) unless otherwise indicated.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The Group's reports filed with, or furnished to, the US Securities and Exchange Commission (SEC), including this document and written information released, or oral statements made, to the public in the future by or on behalf of the Group, contain 'forward-looking statements' within the meaning of the US Private Securities Litigation Reform Act of 1995, that may or may not prove accurate. For example, statements regarding expected revenue growth and trading profit margins discussed under 'Outlook' and 'Strategic Priorities', market trends and our product pipeline are forward-looking statements. Phrases such as 'aim', 'plan', 'intend', 'anticipate', 'well-placed', 'believe', 'estimate', 'expect', 'target', 'consider' and similar expressions are generally intended to identify forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results, to differ materially from what is expressed or implied by the statements.

For Smith & Nephew, these factors include: economic and financial conditions in the markets we serve, especially those affecting healthcare providers, payers and customers; price levels for established and innovative medical devices; developments in medical technology; regulatory approvals, reimbursement decisions or other government actions; product defects or recalls; litigation relating to patent or other claims; legal compliance risks and related investigative, remedial or enforcement actions; strategic actions, including acquisitions and dispositions and our success in performing due diligence, valuing and integrating acquired businesses; disruption that may result from transactions or other changes we make in our business plans or organisation to adapt to market developments and

numerous other matters that affect us or our markets, including those of a political, economic, business, competitive or reputational nature; relationships with healthcare professionals; reliance on information technology. Specific risks faced by the Group are described under 'Risk factors' on pages 172–175 of this Annual Report. Any forward-looking statement is based on information available to Smith & Nephew as of the date of the statement. All written or oral forward-looking statements attributable to Smith & Nephew are qualified by this caution. Smith & Nephew does not undertake any obligation to update or revise any forward-looking statement to reflect any change in circumstances or in Smith & Nephew's expectations.

PRODUCT DATA

Product data and product share estimates throughout this report are derived from a variety of sources including publicly available competitors' information, internal management information and independent market research reports.

DOCUMENTS ON DISPLAY

It is possible to read and copy documents referred to in this Annual Report at the Registered Office of the Company. Documents referred to in this Annual Report that have been filed with the Securities and Exchange Commission in the US may be read and copied at the SEC's public reference room located at 450 Fifth Street, NW, Washington DC 20549. Please call the SEC at 1 800 SEC 0330 for further information on the public reference rooms and their copy charges. The SEC also maintains a website at www.sec.gov that contains reports and other information regarding registrants that file electronically with the SEC. This Annual Report and some of the other information submitted by the Group to the SEC may be accessed through the SEC website.

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EXHIBIT INDEX

| Exhibit No. | Description of Document | Incorporated Herein by Reference To | Filed Herewith |
|-------------|--|--|-------------------|
| 1 | <u>Articles of Association</u> | Form 20-F for the year ended December 31, 2011 filed on March 1, 2012 (File No. 1-14978) | |
| 2 | Smith & Nephew plc is not party to any single instrument relating to long-term debt pursuant to which a total amount of securities exceeding 10% of Smith & Nephew plc's total assets (on a consolidated basis) is authorized to be issued. Smith & Nephew plc hereby agrees to furnish to the SEC, upon its request, a copy of any instrument defining the rights of holders of its long-term debt or the rights of holders of the long-term debt of any of its subsidiaries for which consolidated or unconsolidated financial statements are required to be filed with the SEC. | | |
| 4 | (a) (i) <u>Material contract: Agreement and Appendices dated 3 February 2014 by and among Smith & Nephew plc, Barclays Bank Plc, The Financial Institutions in Schedule 1, Barclays Bank Plc and J.P. Morgan Chase Bank, N.A. and J.P. Morgan Europe Limited.</u> | Form 20-F for the year ended December 31, 2013 filed on March 6, 2014 (File No.1-14978) | |
| | (ii) <u>Material contract: Agreement and Plan Merger dated 2 February 2014 by and among ArthroCare Corporation Smith & Nephew, Inc. and Smith & Nephew plc.</u> | Form 20-F for the year ended December 31, 2013 filed on March 6, 2014 (File No.1-14978) | |
| | (iii) <u>Material contract: Agreement and Appendices dated 24 March 2014 by and among Smith & Nephew plc, Barclays Bank Plc; J.P. Morgan Limited; Bank Of America Merrill Lynch International Limited; Bank Of China Limited, London Branch; The Bank Of Tokyo-Mitsubishi Ufj. Ltd.; HSBC Bank Plc; Mizuho Bank, Ltd.; National Australia Bank Limited; The Royal Bank Of Scotland Plc; Societe Generale; Sumitomo Mitsui Banking Corporation; Wells Fargo Bank International and Deutsche Bank Ag, London Branch.</u> | Form 20-F for the year ended December 31, 2014 filed on March 5, 2015 (File No.1-14978) | |

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| Exhibit No. | Description of Document | Incorporated Herein by Reference To | Filed Herewith |
|-------------|---|--|-------------------|
| 4 | (a) (iv) <u>Material contract: Agreement and Appendices dated 19 November 2014 by and among Smith & Nephew plc and the purchasers listed in Schedule A.</u> | Form 20-F for the year ended December 31, 2014 filed on March 5, 2015 (File No.1-14978) | |
| 4 | (c) (i) <u>Service Agreement of Olivier Bohuon</u> | Form 20-F for the year ended December 31, 2010 filed on March 3, 2011 (File No. 1-14978) | |
| | (ii) <u>Service Agreement of Julie Brown</u> | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) | |
| | (iii) <u>Side Letter to the Service Agreement of Julie Brown</u> | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) | |
| | (iv) <u>Letter of Appointment of Ian Barlow</u> | Form 20-F for the year ended December 31, 2009 filed on March 26, 2010 | |

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(File No.
1-14978)

- | | | |
|------|---|---|
| (v) | <u>Letter of Appointment of The Rt. Hon Baroness Virginia Bottomley</u> | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No.1-14978) |
| (vi) | <u>Letter of Appointment of Michael Friedman</u> | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No.1-14978) |
-

| Exhibit No. | Description of Document | Incorporated Herein by Reference To | Filed Herewith |
|-------------|---|---|----------------|
| 4 C (vii) | <u>Letter of Re-Appointment of Brian Larcombe</u> | Form 20-F for the year ended December 31, 2013 filed on March 6, 2014 (File No.1-14978) | |
| (viii) | <u>Letter of Re-Appointment of Joseph Papa</u> | Form 20-F for the year ended December 31, 2016 filed on March 6, 2017 (File No.1-14978) | |
| (ix) | <u>Letter of Appointment of Roberto Quarta</u> | Form 20-F for the year ended December 31, 2013 filed on March 6, 2014 (File No.1-14978) | |
| (x) | <u>Letter of Appointment of Vinita Bali</u> | Form 20-F for the year ended December 31, 2014 filed on March 5, 2015 (File No.1-14978) | |
| (xi) | <u>Letter of Appointment of Erik Engstrom</u> | Form 20-F for the year ended December 31, 2014 filed on March 5, 2015 (File No.1-14978) | |
| (xii) | <u>Letter of Re-Appointment of Brian Larcombe</u> | Form 20-F for the year ended December 31, 2014 filed on March 5, 2015 (File No.1-14978) | |
| (xiii) | <u>Letter of Re-Appointment of The Rt. Hon Baroness Virginia Bottomley DL</u> | Form 20-F for the year ended December 31, 2014 filed on March 5, 2015 (File No.1-14978) | |
| (xiv) | <u>Letter of Appointment of Robin Freestone</u> | Form 20-F for the year ended December 31, 2015 filed on March 4, 2016 (File No.1-14978) | |
| (xv) | <u>Letter of Re-Appointment of Ian Barlow</u> | Form 20-F for the year ended December 31, 2015 filed on March 4, 2016 (File No.1-14978) | |
| (xvi) | <u>Letter of Re-Appointment of Michael Friedman</u> | Form 20-F for the year ended December 31, 2015 filed on March 4, 2016 (File No.1-14978) | |
| (xvii) | <u>Letter of Re-Appointment of Brian Larcombe</u> | Form 20-F for the year ended December 31, 2016 filed on March 6, 2017 (File No.1-14978) | |
| (xviii) | <u>The Smith & Nephew 2001 UK Approved Share Option Plan</u> | Form 20-F for the year ended December 31, 2004 filed on March 16, 2005 (File No. 1-14978) | |

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| Exhibit No. | Description of Document | Incorporated Herein by Reference To | Filed Herewith |
|-------------|--|---|-------------------|
| (xix) | <u>The Smith & Nephew 2001 UK Unapproved Share Option Plan</u> | Form 20-F for the year ended December 31, 2004 filed on March 16, 2005 (File No. 1-14978) | |
| (xx) | The Smith & Nephew 2001 US Share Plan | Registration Statement on Form S-8 No. 333-13694 filed on July 9, 2001 (File No. 1-14978) | |
| (xxi) | <u>The Smith & Nephew Sharesave Plan (2002)</u> | Form 20-F for the year ended December 31, 2002 filed on April 25, 2003 (File No. 1-14978) | |
| (xxii) | <u>The Smith & Nephew International Sharesave Plan (2002)</u> | Form 20-F for the year ended December 31, 2004 filed on March 16, 2005 (File No. 1-14978) | |
| (xxiii) | <u>The Smith & Nephew Italian Sharesave Plan (2002)</u> | Form 20-F for the year ended December 31, 2002 filed on April 25, 2003 (File No. 1-14978) | |
| (xxiv) | <u>The Smith & Nephew Dutch Sharesave Plan (2002)</u> | Form 20-F for the year ended December 31, 2002 filed in April 25, 2003 (File No. 1-14978) | |
| (xxv) | <u>The Smith & Nephew Belgian Sharesave Plan (2002)</u> | Form 20-F for the year ended December 31, 2002 filed on April 25, 2003 (File No. 1-14978) | |
| (xxvi) | <u>The Smith & Nephew French Sharesave Plan (2002)</u> | Form 20-F for the year ended December 31, 2002 filed on April 25, 2003 (File No. 1-14978) | |
| (xxvii) | <u>Smith & Nephew Irish Employee Share Option Scheme</u> | Form 20-F for the year ended December 31, 2003 filed on March 26, 2004 (File No. 1-14978) | |
| (xxviii) | <u>Smith & Nephew 2004 Executive Share Option Scheme</u> | Registration statement on Form S-8 No. 333-122801 filed on February 14, 2005 (File No. 1-14978) | |
| (xxix) | <u>Smith & Nephew 2004 Performance Share Plan</u> | Registration statement on Form S-8 No. 333-122801 filed on February 14, 2005 (File No. 1-14978) | |
| (xxx) | <u>Smith & Nephew 2004 Co-investment Plan</u> | Registration statement on Form S-8 No. 333-122801 filed on February 14, 2005 (File No. 1-14978) | |
| (xxxi) | Smith & Nephew U.S. Employee Stock Purchase Plan | Registration statement on Form S-8 No. 333-12052 filed on May 30, 2000 (File No. 1-14978) | |

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- (xxxii) Smith & Nephew Long Service Award Registration Statement on Form S-8 No. 33-39814 filed on April 5, 1991 (File No. 1-14978)
 - (xxxiii) Smith & Nephew 2004 Performance Share Plan Registration statement on Form S-8 No. 333-155172 filed on November 7, 2008 (File No. 1-14978)
-

SMITH & NEPHEW ANNUAL REPORT 2017 EXHIBITS 205

| Exhibit No. | Description of Document | Incorporated Herein by Reference To | Filed Herewith |
|-------------|---|--|-------------------|
| 4 c (xxxiv) | <u>Smith & Nephew 2001 US Share Plan</u> | Registration statement on Form S-8 No. 333-155173 filed on November 7, 2008 (File No. 1-14978) | |
| (xxxv) | <u>Smith & Nephew plc Deferred Bonus Plan</u> | Registration statement on Form S-8 No. 333-158239 filed on March 27, 2009 (File No. 1-14978) | |
| (xxxvi) | <u>Smith & Nephew plc Global Share Plan 2010</u> | Form 20-F for the year ended December 31, 2016 filed on March 6, 2017 (File No.1-14978) | |
| (xxxvii) | <u>Smith & Nephew ShareSave Plan (2012)</u> | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No.1-14978) | |
| (xxxviii) | <u>Smith & Nephew International ShareSave Plan (2012)</u> | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No.1-14978) | |
| (xxxix) | <u>Service Agreement of Graham Baker</u> | Form 20-F for the year ended December 31, 2016 filed on March 6, 2017 (File No.1-14978) | |
| (xl) | <u>Letter of Appointment of Robin Freestone as Audit Committee Chairman</u> | Form 20-F for the year ended December 31, 2016 filed on March 6, 2017 (File No.1-14978) | |
| (xli) | <u>Letter of Appointment of Ian Barlow as Senior Independent Director</u> | Form 20-F for the year ended December 31, 2016 filed on March 6, 2017 (File No.1-14978) | |
| (xlii) | <u>Letter of Re-Appointment of Roberto Quarta</u> | Form 20-F for the year ended December 31, 2016 filed on March 6, 2017 (File No.1-14978) | |
| (xliii) | <u>Letter of Appointment of Marc Owen</u> | | X |
| (xliv) | <u>Letter of Appointment of Angie Risley</u> | | X |
| (xlv) | <u>Letter of Appointment of Roland Diggelmann</u> | | X |
| (xlvi) | <u>Letter of Re-Appointment of Vinita Bali</u> | | X |
| (xlvii) | <u>Letter of Re-Appointment of The Rt. Hon Baroness Virginia Bottomley</u> | | X |
| (xlviii) | <u>Letter of Re-Appointment of Erik Engstrom</u> | | X |

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| Exhibit No. | Description of Document | Incorporated Herein by Reference To | Filed Herewith |
|-------------|---|-------------------------------------|----------------|
| 8 | <u>Principal Subsidiaries</u> | | X |
| 12 | (a) <u>Certification of Olivier Bohuon, filed pursuant to Exchange Act Rule 13a -14(a)</u> | | X |
| | (b) <u>Certification of Graham Baker filed pursuant to Exchange Act Rule 13a -14(a)</u> | | X |
| 13 | (a) <u>Certification of Olivier Bohuon and Graham Baker furnished pursuant to Exchange Act Rule 13a – 14(b)</u> | | X |
| 15.1 | <u>Consent of KPMG LLP, Independent Registered Public Accounting Firm</u> | | X |
| 101.INS* | XBRL Instance Document | | |
| 101.SCH* | XBRL Taxonomy Extension Schema Document | | |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document | | |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document | | |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document | | |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document | | |

SMITH & NEPHEW ANNUAL REPORT 2017 SIGNATURE 207

SIGNATURE

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Smith & Nephew plc
(Registrant)

By: /s/ Susan Swabey
Susan Swabey
Company Secretary
London, England
March 5, 2018
