

## **Code of Ethics for Senior Financial Officers**

This code is applicable to the following senior financial officers employed within the Smith & Nephew Group:

- 1) CFO.
- 2) SVPs of Finance and their direct reports.
- 3) Regional and Country Finance Business Partners.
- 4) Finance Operations Financial Controllers.
- 5) VPs Finance / Controllers in manufacturing units.
- 6) All finance staff at Group Head Office.

## **Responsibilities**

Senior financial officers are responsible for:

- 1) The maintenance of internal financial controls.
- 2) Safeguarding the group's tangible and intangible assets.
- 3) The prevention of fraud.
- 4) Maintaining proper books and records and ensuring that IT systems are robust enough to handle transaction volumes.
- 5) Timely and accurate reporting of financial information to the group in accordance with IFRS and in compliance with the Group Finance Manual.
- 6) The integrity of forecasts.
- 7) Compliance with national law and regulations, including preparation and filing of legal entity accounts and tax returns.

## **Ethical Conduct**

- 1) Financial staff are expected to act in an honest and ethical manner and to adhere to the group's Management Principles and Ethical Standards.
- 2) Dishonest behaviour (including fraud, theft, defalcation and bribery) shall be reported immediately to the relevant Regional President who in turn will inform the CEO, CFO, and Head of Internal Audit.
- 3) Breakdowns in internal financial controls shall be reported immediately to the relevant VP or SVP Finance who in turn will inform the CFO.
- 4) If financial staff have concerns or complaints relating to the conduct of accounting, financial reporting, internal financial controls, auditing matters or ethical conduct they should be communicated to the Company Secretary of Smith & Nephew plc, who shall present the complaint to the Audit Committee. The Group's Human Resources policies protect the employee from retaliatory disciplinary action.
- 5) Conflicts of interest and potential conflicts must be avoided and where they do occur reported to operational and functional superiors.
- 6) Financial staff must maintain complete confidentiality about the Group's affairs, including personal data on employees and information that may be sensitive to the Smith & Nephew share price.

- 7) Financial staff who have access to group financial information are required to sign written declarations that they have read and are bound by the insider dealing legislation contained in the UK Companies Acts and the regulations of the London Stock Exchange.
- 8) The Chairman, CEO and CFO are the only authorised spokespersons for Smith & Nephew on financial matters.

### **Waiver**

Any request for a waiver of any provision of this Code must be in writing and addressed to the Audit Committee. Any waiver of this Code will be disclosed promptly in accordance with the rules of the Securities and Exchange Commission and any other requirement then in effect.