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**Smith+Nephew**

**Smith & Nephew plc**  
**General Securities Dealing Code**

(Adopted by the Board on 28 July 2020)

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## SMITH & NEPHEW PLC (THE "COMPANY")

### GENERAL SECURITIES DEALING CODE

This General Securities Dealing Code applies to all Group employees and members of the Board of Smith & Nephew plc (the **Company**). The rules are designed to ensure that you do not misuse, or place yourself under suspicion of misusing, information about the Company and its subsidiaries (the **Group**) which you have and which is not available to other investors.

Failure to comply with this Code may result in internal disciplinary procedures. Depending on the circumstances it may also mean that you and any other person involved in a prohibited dealing has committed civil and/or criminal offences.

Insider dealing may result in Smith & Nephew plc's securities being suspended from trading and could result in reputational damage to the Company.

If you are not sure whether you can deal in securities of Smith & Nephew plc or any other entity, please read the practical guidance set out on the next page, or speak to the Company Secretary.

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This Code provides that:

1. You cannot at any time tell anyone (including your family, friends and business acquaintances) any confidential information about the Group.

In addition, if that information is also "inside information" (*see practical guidance on the next page*) you will become a *Restricted Person* and cannot:

- deal in any securities or financial instruments of the Company;
- recommend, encourage or induce somebody else to deal in any securities or financial instruments of the Company; and/or
- disclose the inside information except where you are required to do so as part of your employment or duties.

This behaviour is known as "insider dealing". The prohibition applies even if you will not profit from the dealing.

From time to time, as a part of your employment or duties, you may come across information which is not inside information in relation to the Group, but which is inside information in relation to a different company (for example, a company that is a customer of or supplier to the Group). You must not deal in the securities of that company when you have inside information in relation to that company.

2. **Permanent insiders:** It is the Company's policy to designate certain individuals as Permanent Insiders due to the nature of their roles in the Company for the purpose of this Code. A Permanent Insider is someone who is in possession of all inside information at all times. Currently the Chairman, Chief Executive Officer (CEO) and Chief Finance Officer (CFO) are designated as Permanent Insiders.

A Permanent Insider will not be permitted to trade without seeking advanced clearance from the Chairman, or, in the case of the Chairman, from the CEO or Senior Independent Director. A copy of that clearance request must also be sent to the Company Secretary.

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Additional provisions and notifications apply to Persons Discharging Managerial Responsibilities (PDMRs) and their Persons Closely Associated (PCAs) which are set out in a separate PDMR Securities Dealing Code.

- 3. Confidential Persons:** It is also the Company's policy that certain individuals may from time to time be designated "Confidential Persons". This is because their involvement in the preliminary stages of a particular project, transaction or business situation (for example, a merger or acquisition) means that they may have access to confidential information that may become inside information in due course, but which has not yet become inside information. Such projects will be designated as Confidential Projects. You will be notified if you have been designated as a Confidential Person and will also be notified should you no longer be a Confidential Person. As a Confidential Person, you can deal in the Company's securities or financial instruments at any time as long as you do not believe you are in receipt of any inside information.

If a Confidential Project becomes inside information it will be designated a "Restricted Project" and you will then become a Restricted Person. The Board and/or the Disclosure Committee will determine if, and when, inside information exists. In the event that it has been determined that a Confidential Project has become a Restricted Project, each member of that project will be included on the relevant Insider List, will be a Restricted Person and will not be able to deal in any securities or financial instruments of the Company. You will be notified each time this happens and you will be notified when the restrictions are lifted.

- 4. Financial Reporting:** Under Article 18 of the EU Market Abuse Regulations certain individuals will be part of the year-end and half-year financial results process. For the 30 calendar days prior to such half-year announcements or from the accounting year end of 31 December to the audited announcement these individuals will be added to an Insider List and be "Restricted Persons". You will not be able to deal in any securities or financial instruments of the Company in this period. You will be notified when you are placed on the financial results list. You will also be notified when you are a Restricted Person and when you are no longer a Restricted Person. These individuals must at all times obtain advance clearance to deal (when in an open period) from the Company Secretary using the electronic request to deal form found on the InsiderTrack portal the link for which is [www.smith-nephewinsiders.com](http://www.smith-nephewinsiders.com)

As well as requiring details about your proposed dealing, the InsiderTrack form requires you to confirm that you do not have any inside information and that you have checked that your personal details displayed on the InsiderTrack portal are up to date and correct. The only exception to this clearance requirement is where the Company Secretary has sent you an official notification stating that clearance is not required in relation to a particular dealing (for example, in relation to certain share schemes or offers of shares by the Company).

The Company will not normally give you reasons if you are refused clearance to deal. Where clearance to deal is given you will be required to deal as soon as possible and in any event within **two** business days of the permission being given.

- 5. Insiders:** Whether or not you are a Permanent Insider or involved in the financial results process, you may still from time to time be notified by the Company that you are on an Insider List. This may be because a Confidential Project has become inside information and been designated a Restricted Project. Or it may be because inside information has been determined to exist for other reasons. If you are on an Insider List for any reason whatsoever you will be deemed to have inside information about the Company and will be prohibited from dealing in the Company's securities or financial instruments until advised otherwise. The Company is legally required to

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maintain Insider Lists and to provide a copy of its Insider Lists to the UK Financial Conduct Authority (FCA) upon request.

Note that it is possible that an individual could be involved in a number of projects at any one time and may therefore be both a Confidential Person and a Restricted Person for periods of time. In such circumstances the more restrictive regime is applicable to you and you will be deemed to be a Restricted Person until such time as you are notified that you are no longer a Restricted Person.

### **GENERAL SECURITIES DEALING CODE – PRACTICAL GUIDANCE**

The Group Securities Dealing Code refers to four key concepts: “inside information”, “dealing”, “securities and financial instruments” and “prohibited period”. These are derived from detailed laws and regulations that apply to you and to the Company. Some summary practical guidance notes on those concepts are set out below.

If you have any questions about them or this Code, please speak to the Company Secretary.

- **Confidential Project** – a project that is confidential, but is not yet Inside information.
- **Confidential Person** – a person that is part of a Confidential Project List. You can deal in securities or financial instruments at any time as long as you do not believe you are in receipt of any inside information
- **Dealing** - covers a very wide range of transactions in a company’s securities. For example, buying or selling securities of the Company, it also includes exercising options under any of Smith & Nephew’s share schemes, using the Company’s shares as security for a loan and entering into any derivative contract which relates to the Company’s securities. Financial instruments traded on a multilateral trading facilities and over-the-counter trades are also included in this wider definition.

If you have entered into a commitment to deal at a time when you did not have inside information, any consequential dealing may be permissible (for example, in relation to the Group’s share incentive plans). Please speak to the Company Secretary if you think this might apply to you.

- **Restricted Project** – a project that has been deemed to be Inside information. This may be because the project has become inside information or because you are on the Financial Reporting Project list.
- **Restricted Person** – a person who is on an Insider List. You cannot deal in securities or financial instruments at all during a prohibited period and must request permission to deal from the Company Secretary during an open period.
- **Inside information** - information about Smith & Nephew which is of a precise nature, not publicly available, relating directly or indirectly to Smith & Nephew and its securities or financial instruments which, if made public would be likely to have a significant effect on the price of the Company’s securities or financial instruments.
- **Insider List** – a list of persons who are deemed to hold Inside information in relation to the Company.
- **Securities and financial instruments** - covers any publicly traded securities or debt instruments including, but not limited to, shares, , bonds, notes, depositary receipts (including ADRs), debt instruments, contracts for differences and options , futures and swaps relating to securities, currencies, and commodities, either physically settled or cash settled.
- **Prohibited period** – means:
  - a) Any closed period defined as 30 calendar days before the announcement of an interim financial report or a year-end report.
  - b) Any period when the person responsible for the dealing clearance otherwise has reason to believe that the proposed dealing is in breach of this Code.