

## FINAL TERMS

Final Terms dated 21 February 2017

**Smiths Group plc**  
**Issue of EUR 650,000,000 2.000 per cent. Guaranteed Notes due 2027**

**Guaranteed by Smiths Group International Holdings Limited**  
**under the EUR 2,500,000,000**  
**Euro Medium Term Note Programme**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**{ XE "Conditions" }") set forth in the Base Prospectus dated 17 October 2016 which constitutes a base prospectus (the "**Base Prospectus**{ XE "Base Prospectus" }") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus.

Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU **provided, however, that** all references in this document to the "Prospectus Directive" in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive), and include any relevant implementing measure in the relevant Member State.

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|----|-------|--|--|
| 1. | (i)   | Issuer:                                  | Smiths Group plc   |
|    | (ii)  | Guarantor:                               | Smiths Group International Holdings Limited  |
| 2. | (i)   | Series Number:                           | 1  |
|    | (ii)  | Tranche Number:                          | 1  |
|    | (iii) | Date on which the Notes become fungible: | Not Applicable   |
| 3. |       | Specified Currency or Currencies:        | Euro (" <b>EUR</b> ")  |
| 4. |       | Aggregate Nominal Amount:                |  |
|    | (i)   | Series:                                  | EUR 650,000,000  |
|    | (ii)  | Tranche:                                 | EUR 650,000,000  |
| 5. |       | Issue Price:                             | 99.222 per cent. of the Aggregate Nominal Amount   |
| 6. | (i)   | Specified Denominations:                 | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000. |

	(ii)	Calculation Amount:	EUR 1,000
7.	(i)	Issue Date:	23 February 2017
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	23 February 2027
9.		Interest Basis:	2.000 per cent. Fixed Rate
			(further particulars specified below in paragraphs 14)
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.		Change of Interest or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Applicable
			Change of Control Put
			Issuer Call
			(See paragraphs 18 and 20 below)
13.	(i)	Status of the Notes:	Senior
	(ii)	Status of the Guarantee:	Senior
	(iii)	Date Board and Notes Committee approval for issuance of Notes and Board approval for Guarantee respectively obtained:	27 September 2016, 10 October 2016 and 13 October 2016, respectively

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.		<b>Fixed Rate Note Provisions</b>	Applicable
	(i)	Rate of Interest:	2.000 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	23 February in each year from and including 23 February 2018 up to and including the Maturity Date
	(iii)	Fixed Coupon Amount(s):	EUR 20.00 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Determination Dates:	Not Applicable
15.		<b>Floating Rate Note Provisions</b>	Not Applicable

16.	<b>Zero Coupon Note Provisions</b>	Not Applicable
17.	<b>Condition 10(g) (Unmatured Coupons void)</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	Any date from and including the Issue Date to but excluding the Maturity Date
	(ii) Optional Redemption Amount(s) of each Note:	Optional Redemption Amounts: (a) where the Optional Redemption Date falls in the period from and including the Issue Date to but excluding the date falling three months prior to the Maturity Date: the Make-Whole Redemption Amount;  (b) where the Optional Redemption Date falls in the period from and including the date falling three months prior to the Maturity Date to but excluding the Maturity Date: 100 per cent. of the nominal amount of such Note.
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period:	In accordance with Condition 9(c)
	(v) Make-Whole Redemption Margin:	0.25 per cent.
	(vi) Reference Bond:	German Government Bond: DBR 0.250 per cent. February 2027
	(vii) Quotation Time:	11:00 a.m. CET 3 Business Days preceding the relevant Optional Redemption Date
19.	<b>Put Option</b>	Not Applicable
20.	<b>Change of Control Put Option/ Put Event:</b>	Applicable
	Change of Control Redemption Amount(s) of each Note and method, if any, of calculation of such amounts:	100 per cent. per Calculation Amount
21.	<b>Final Redemption Amount of each Note</b>	Par

22. **Early Redemption Amount**  
 Early Redemption Amount(s) per Par  
 Calculation Amount payable on  
 redemption for taxation reasons or  
 on event of default or other early  
 redemption:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |   |
|-----|---|---|
| 23. | Form of Notes:  | <b>Bearer Notes:</b><br><br>Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
| 24. | New Global Note:  | Yes   |
| 25. | Additional Financial Centre(s) or other special provisions relating to payment dates:                 | Not Applicable  |
| 26. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No  |


**THIRD PARTY INFORMATION**

Not Applicable

Signed on behalf of **Smiths Group plc**:

By:   
.....  
Duly authorised

Signed on behalf of **Smiths Group International Holdings Limited**:

By:   
.....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

(i) Admission to Trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date.

(ii) Estimate of total expenses related to admission to trading: £3,650

### 2. RATINGS

The Notes to be issued are expected to be rated:

Ratings: Standard & Poor's: BBB+

Moody's: Baa2

Each of Standard & Poor's and Moody's are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**").

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

### 4. USE OF PROCEEDS

General corporate purposes

### 5. YIELD

Indication of yield: 2.087 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

ISIN: XS1570260460

Common Code: 157026046

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as

common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. **DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
  - (a) Names of Dealers: Barclays Bank PLC  
BNP Paribas  
Citigroup Global Markets Limited  
Morgan Stanley & Co. International plc
  - (b) Date of subscription agreement: 21 February 2017
  - (c) Stabilising Manager(s) (if any): BNP Paribas
- (iii) If non-syndicated, name Dealer: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D