

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

3 December 2025

SMITHS GROUP PLC

SALE OF SMITHS DETECTION

Smiths Group plc (**Smiths**) announces that it has entered into an agreement for the proposed sale of Smiths Detection to funds advised by CVC Capital Partners (**CVC**) (the **Purchaser**) (the **Proposed Transaction**). The Proposed Transaction values Smiths Detection at an enterprise value of £2.0bn, representing 16.3x headline operating profit of £122m and 12.5x headline EBITDA of £160m for the financial year ending 31 July 2025. Based on customary adjustments, Smiths expects to receive net cash proceeds of approximately £1.85bn.

The Proposed Transaction, in combination with the recently announced sale of Smiths Interconnect, represents significant further progress on the strategic actions announced in January 2025. This repositions Smiths as a focused, high-performance, industrial engineering company, and delivers significant value for all stakeholders.

Subject to completion of information and consultation processes (the **Consultation**) with the works council of Smiths Detection France SAS (the **Works Council**), and customary regulatory approvals, completion of the Proposed Transaction (**Completion**) is expected in the second half of calendar year 2026.

Roland Carter, Chief Executive of Smiths, said: "Today we have reached another significant milestone for Smiths, with the agreement to sell Smiths Detection to CVC for an enterprise value of £2.0bn. This builds on our recently announced sale of Smiths Interconnect and demonstrates strong execution against the strategic actions we set out in January centred on value creation.

"We are focusing Smiths as a premium industrial engineering company specialising in flow management and thermal solutions, and today's announcement positions us strongly to deliver enhanced growth and returns.

"We thank our Smiths Detection colleagues for their significant contribution to Smiths and their help in reaching this milestone."

Proposed Transaction highlights

- Highly attractive valuation: the enterprise value of £2.0bn represents a multiple of 16.3x headline operating profit of £122m and 12.5x headline EBITDA of £160m for the financial year ending 31 July 2025.
- The Proposed Transaction, together with the sale of Smiths Interconnect announced in October 2025, represents a combined enterprise value of £3.3bn.
- With the Proposed Transaction and the agreed sale of Smiths Interconnect, Smiths is now in the process of executing both strategic portfolio actions announced in January. Together, these transactions demonstrate continued progress in delivering on actions designed to maximise value creation, unlock portfolio value and enhance returns to shareholders.
- Repositions Smiths as a high-performance industrial engineering company focused on technologies in flow management and thermal solutions with high customer-centricity, leading positions in attractive, growing segments and a strong financial profile.
- Smiths intends to return a large portion of the net cash proceeds from the Proposed Transaction to shareholders and will provide an update on timing and mechanism in due course.
- Smiths intends to maintain a strong and efficient balance sheet alongside a solid investment-grade credit rating, whilst executing the £1bn buyback announced on 19 November 2025.
- Completion is expected in the second half of calendar year 2026, subject to the Consultation and customary regulatory approvals.

Proposed Transaction background and rationale

As announced on 31 January 2025, Smiths is committed to a strategy designed to unlock significant value, enhance returns to shareholders and deliver above market growth over the medium term.

A core element of this strategy is to focus Smiths as a high-performance industrial engineering company. Smiths supports customers in attractive energy, industrial and construction end markets underpinned by structural megatrends, and is well positioned for continued growth and margin expansion.

To achieve this, Smiths announced plans to separate both Smiths Detection and Smiths Interconnect in January

to achieve this, Smiths announced plans to separate both Smiths Detection and Smiths Interconnect in January 2025. The sale of Smiths Interconnect to Molex Electronic Technologies Holdings, LLC was announced on 16 October 2025. With the Proposed Transaction, Smiths is now in the process of executing both major portfolio actions outlined in the January strategic update.

After a competitive sale process, the Smiths Board of Directors (the **Smiths Board**) concluded that the terms of the Proposed Transaction represented a compelling value proposition, and a more compelling outcome than the alternative demerger which was also under consideration. In particular, the Smiths Board believes that:

- The Proposed Transaction value fully reflects the long-term growth and margin expansion prospects of Smiths Detection.
- The Proposed Transaction value compares strongly against relevant publicly available benchmarks.
- The immediate realisation of cash is a preferred outcome for shareholders, as compared to the demerger proposal.
- The net cash proceeds support further growth, as well as further substantial capital returns to shareholders over the medium term and provide an opportunity to invest in a more focused Smiths.

A new Smiths focused on efficient flow management and thermal solutions

The strategic actions taken position Smiths as a focused, stronger business specialising in efficient flow management and thermal solutions. Smiths, following Completion and completion of the sale of Smiths Interconnect (the **Continuing Smiths**), will have a stronger financial profile and growth potential, with the table below showing the historical financial performance of the combined John Crane and Flex-Tek businesses:

	FY2022	FY2023	FY2024	FY2025
Organic revenue growth				
John Crane	+3.7%	+15.2%	+9.8%	+3.0%
Flex-Tek	+16.1%	+10.1%	(0.8%)	+4.4%
Total organic revenue growth¹	+8.3%	+13.0%	+5.4%	+3.6%
Headline operating profit margin				
John Crane	20.9%	22.6%	23.2%	23.8%
Flex-Tek	20.6%	19.4%	20.5%	19.5%
Central costs ²	(2.7)%	(2.4)%	(2.6)%	(2.4)%
Total headline operating profit margin³	18.0%	18.9%	19.5%	19.6%

Note: The financial information above relating to John Crane, Flex-Tek and Central costs has been extracted without material adjustment from the consolidation schedules and supporting accounting records that underlie the audited consolidated financial statements of Smiths for the years ended 31 July 2022, 31 July 2023, 31 July 2024, and/or 31 July 2025 (as applicable).

¹ Total organic revenue growth calculated as the blended organic revenue growth rate of John Crane and Flex-Tek.

² Central costs shown as a percentage of aggregate John Crane and Flex-Tek revenue.

³ Total headline operating profit margin calculated as the aggregate headline operating profit or cost of John Crane, Flex-Tek and Central costs as a percentage of John Crane and Flex-Tek revenue

In March 2025, Smiths set out its new enhanced medium-term financial targets that reflect this superior financial potential of Continuing Smiths following Completion:

- Growth focused: 5-7% organic revenue growth through-cycle, with a 21-23% headline operating profit margin and headline EPS growth of more than 10%.
- Cash generative: ~100% operating cash conversion, with a ROCE above 20%.
- Disciplined allocators of capital: Smiths will drive growth and productivity through RD&E, operational excellence and value-accretive acquisitions, underpinning a progressive dividend and enhanced returns to shareholders.

The Acceleration Plan to deliver productivity and capability enhancements, and a streamlined cost base, will help support the achievement of these targets. Smiths remains on track to deliver £40-45m annualised benefits in FY2027 and beyond, with approximately half expected in FY2026, for a total cost of £60-65m. Around 2/3 relates to the retained businesses and targets central costs remaining at 1.5-1.7% of revenue, following completion of the separation processes.

Use of proceeds

At Completion, Smiths is expected to receive approximately £1.85bn in net cash proceeds (after accounting for related transaction expenses and separation costs), subject to customary adjustments by virtue of the locked box accounts mechanism in the SPA (as defined below).

It is intended that a large portion of the net cash proceeds from the Proposed Transaction will be returned to shareholders and that any remaining net cash proceeds will be used to invest in organic and inorganic growth for the streamlined Smiths.

Smiths will provide an update on timing and mechanism in due course.

Smiths has engaged with the trustees of the Smiths Industries Pension Scheme and the TI Group Pension Scheme (Smiths two defined benefit pension schemes) (the **Trustees**) to discuss the use of net cash proceeds of the strategic transactions. Smiths does not currently anticipate any requirement to allocate any net cash proceeds of sale to either the Smiths Industries Pension Scheme or the TI Group Pension Scheme.

Impact on the assets and earnings

Based on the financials as reported at 31 July 2025, the financial impacts of the Proposed Transaction are currently expected to be as follows:

- Pro forma total headline operating profit for the fiscal year ended 31 July 2025 would be £383m (representing a £122m adjustment).
- Pro forma total assets would be £2,361m before completion of the Smiths Interconnect sale (representing a £1,650m adjustment). Pro forma total assets would be £1,854m after completion of the Smiths Interconnect sale (representing a £2,157m adjustment).
- Pro forma total liabilities would be £1,389m before completion of the Smiths Interconnect sale (representing a £562m adjustment). Pro forma total liabilities would be £1,283m after completion of the Smiths Interconnect sale (representing a £668m adjustment).

Board opinion

The Smiths Board believes the terms of the Proposed Transaction are in the best interests of Smiths shareholders as a whole.

UK Listing Rules

The Proposed Transaction, due to its size in relation to Smiths Group plc, is a significant transaction for the purposes of the UK Listing Rules of the Financial Conduct Authority (the **UKLRs**) and is therefore notifiable in accordance with UKLR 7.3.1R and 7.3.2R.

Enquiries

IR Contacts

Siobhán Andrews, Smiths Group plc
+44 (0) 7920 230093
siobhan.andrews@smiths.com

Media Contacts

Tom Steiner, Smiths Group plc
+44 (0) 7787 415891
tom.steiner@smiths.com

Ana Pita da Veiga, Smiths Group plc
+44 (0) 7386 689442
ana.pitadaveiga@smiths.com

Alex Le May, FTI Consulting
+44 (0) 20 3727 1340
smiths@FTIConsulting.com

Company Secretary

Matthew Whyte
+44 (0) 7775 982879

Goldman Sachs International (Joint Financial Adviser)

Mark Sorrell / Charlie Lytle /
Nick Harper / Harry Webster

Tel: +44 (0) 20 7774 1000

J.P. Morgan Securities plc (Joint Financial Adviser)

Richard Perelman / Alex Bruce /
Charles Oakes / Mayank Chaturvedi

Tel: +44 (0) 20 7742 4000

Freshfields LLP is acting as legal adviser to Smiths in connection with the Proposed Transaction.

About Smiths

For over 170 years, Smiths has been pioneers of progress, engineering a better future. Smiths strategy is to be a focused, efficient and value creating industrial engineering company operating in the attractive and growing segments of energy, industrials and construction.

Smiths focuses on solving the toughest problems for its customers, helping address critical global needs such as decarbonisation and the ever-increasing demand for process and energy efficiency. Listed on the London Stock Exchange, Smiths employs c.16,000 colleagues in over 50 countries. For more information, visit www.smiths.com.

About Smiths Detection

Smiths Detection is a global leader in threat detection and security screening technologies for aviation, ports and borders, urban security, and defence segments. Its mission is to help make the world a safer place through advanced detection solutions that safeguard people, infrastructure, and society. In the financial year ended 31 July 2025, Smiths Detection generated revenue of £963 million and headline operating profit of £122 million. As at 31 July 2025,

Smiths Detection generated revenue of £303 million and headline operating profit of £122 million. As at 31 July 2020, Smiths Detection had total assets of £1,650 million.

About the Purchaser

CVC is a leading global private markets manager with a network of 30 office locations throughout EMEA, the Americas, and Asia, with approximately €201bn of assets under management. CVC has seven complementary strategies across private equity, secondaries, credit and infrastructure, for which CVC funds have secured commitments of approximately €240bn from some of the world's leading pension funds and other institutional investors. Funds managed or advised by CVC's private equity strategy are invested in approximately 150 companies worldwide, which have combined annual sales of over €165bn and employ more than 600,000 people. In the UK, CVC has over the last 10 years invested in best-in-class businesses including Formula One, Sky Bet, Domestic & General, RAC, Moto, Pension Insurance Corporation, Ontic, M Group Services, Neptune Energy and Hargreaves Lansdown, amongst others.

Important notices

This announcement contains inside information for the purposes of article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (MAR), and is disclosed in accordance with the Smiths obligations under Article 17 of MAR.

The person responsible for arranging the release of this announcement on behalf of Smiths is Matthew Whyte, Company Secretary

Legal Entity Identifier (LEI): 213800MUL6IPZS3ASA11

Forward-looking statements

Certain information contained in this announcement may constitute "forward-looking statements," which can be identified by the use of terms such as "may", "will", "should", "expect", "anticipate", "project", "estimate", "intend", "continue," "target" or "believe" (or the negatives thereof) or other variations thereon or comparable terminology. These forward-looking statements include matters that are not historical facts and include statements regarding Smiths intentions, beliefs or current expectations concerning, among other things, Smiths results of operations, financial condition, liquidity, prospects, growth and strategies. Due to various risks and uncertainties, actual events or results or actual performance of Smiths may differ materially from those reflected or contemplated in such forward-looking statements. As a result, investors should not rely on such forward-looking statements in making their investment decisions. No representation or warranty is made as to the achievement or reasonableness of and no reliance should be placed on such forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements. Save as required by applicable law or the UKLR, Smiths expressly disclaims any intention, obligation or undertaking to update, review or revise any of the information or the conclusions contained herein, including forward-looking or other statements contained in this announcement, or to correct any inaccuracies which may become apparent whether as a result of new information, future developments or otherwise.

Cautionary notice

This announcement may not be distributed, directly or indirectly, in or into or from any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. This announcement does not constitute or form part of an offer to sell or issue, or any solicitation of an offer to buy or subscribe for, any securities referred to herein in any jurisdiction. The distribution of this announcement and other information in connection with the Proposed Transaction in certain jurisdictions may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. No statement in this announcement is intended to be a profit forecast.

Information in this announcement cannot be relied upon as a guide to future performance.

Rounding

Certain figures included in this announcement have been rounded. Accordingly, figures shown for the same category may vary slightly and figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

Enterprise value

Throughout the announcement, the enterprise value of Smiths Detection is stated on a debt free, cash free basis and before taking into account any adjustments required under the terms of the Proposed Transaction, tax, and associated transaction costs.

Important information relating to the joint advisers

Goldman Sachs International (Goldman Sachs), which is authorised in the United Kingdom by the Prudential

Goldman Sachs International (GS International), which is authorised in the United Kingdom by the Financial Regulation Authority (PRA) and regulated in the United Kingdom by the Financial Conduct Authority (FCA) and the PRA, is acting as joint financial adviser exclusively to Smiths and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Smiths for providing the protections afforded to clients of Goldman Sachs nor for giving advice in connection with the matters set out in this announcement or any transaction, arrangement or other matter referred to in this announcement.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove (J.P. Morgan Cazenove), is authorised in the United Kingdom by the PRA and regulated by the FCA and PRA. J.P. Morgan Cazenove is acting as joint financial adviser exclusively to Smiths and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than Smiths for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to any matter referred to herein.

Appendix 1

Summary of the principal terms of the Proposed Transaction

1. Put Option

Under French employment laws, prior to making any decision to enter into the Proposed Transaction (including by way of entry into any binding documentation such as a sale and purchase agreement), Smiths is required to carry out and complete the Consultation with the Works Council. It is intended that the Consultation will begin following this announcement. Whilst Smiths will ensure that the views of the Works Council are properly considered, the Works Council's opinion on the Proposed Transaction is consultative and not binding on Smiths or the Purchaser. Following completion of the Consultation, the agreement that Smiths has entered into (the **Put Option Deed**) gives it a final and irrevocable option to: (i) sell all of the shares in the Smiths Detection Group Limited (the **Target**) to the Purchaser for the price, on the terms, and subject to the conditions set out in the Put Option Deed and in the SPA (as defined below); and (ii) to enter into the SPA (as defined below) with the Purchaser (the **Put Option**).

2. SPA

2.1 Parties and structure

The Proposed Transaction will be governed by the sale and purchase agreement (the **SPA**), which will be entered into by, among others, Smiths Group International Holdings Limited (the **Seller**) and the Purchaser within five business days of the exercise of the Put Option (or such later date as may be agreed in writing by the Purchaser and the Seller). Under the terms of the SPA and subject to the Conditions (as defined below), the Seller will sell and the Purchaser will purchase the entire issued share capital of the Target. Subject to customary regulatory approvals, Completion is expected to occur in the second half of calendar year 2026.

2.2 Conditions precedent to Completion

Completion of the Proposed Transaction is subject to obtaining customary regulatory approvals from certain antitrust and other regulatory authorities (the **Conditions**).

The longstop date for satisfaction of the Conditions is 4 December 2026 (the **Longstop Date**). The Seller and the Purchaser can agree in writing to extend the Longstop Date.

2.3 Consideration

The net cash proceeds for the Proposed Transaction are expected to be £1.85bn (after accounting for related transaction expenses and separation costs), based on an enterprise value of £2.0bn and subject to customary locked-box adjustments including for leakage since 31 July 2025 (the **Consideration**). The Consideration is payable on Completion of the Proposed Transaction.

2.4 Undertakings

The SPA includes customary covenants on the Seller from the date of the Put Option Deed to Completion, including to use all reasonable endeavours to ensure that the affairs of the Target group (the **Target Group**) are conducted in the ordinary and usual course of the Target Group's business in all material respects, subject to certain exceptions.

The Seller has also undertaken to use reasonable endeavours to implement the separation of Smiths Detection from Smiths.

2.5 Restrictive covenants

The Seller and the Purchaser have each agreed to customary non-solicitation obligations. The Seller has agreed to a non-compete obligation for a period of 12 months after Completion.

2.6 Warranties and Tax Covenant

The Seller has given customary fundamental warranties relating to its title to the shares in the Target Group, as well as to its own capacity and authority. The Seller has also given customary business and tax warranties and a tax covenant in favour of the Purchaser, and the Seller's liability in respect of these warranties and covenant is subject to a £1 cap. The Seller has given the warranties as at the date of the Put Option.

Warranty and indemnity insurance is in place in respect of all the warranties given by the Seller under the

warranty and indemnity insurance is in place in respect of all the warranties given by the Seller under the SPA.

2.7 Limitations on liability

Claims under the SPA are subject to customary financial and other limitations of liability. The aggregate amount of the Seller's liability for all claims under the SPA (other than claims for leakage) are subject to a cap equal to the Consideration.

2.8 Termination

If the Conditions have not been satisfied or fulfilled by the Longstop Date (or such later date as the Seller and the Purchaser may agree in writing), each of the Seller and the Purchaser is entitled to terminate the SPA by providing notice to the other party, subject, in the case of the Purchaser, to the Purchaser having complied with its obligations in the SPA relating to satisfaction of the Conditions.

In addition, if certain of the Completion obligations of the Seller or the Purchaser are not complied with on the date of Closing, the SPA may be terminated by the Purchaser (in the case of non-compliance by the Seller) or the Seller (in the case of non-compliance by the Purchaser).

2.9 Governing law

The SPA is governed by English law.

3. TSA

At Completion, Smiths Business Information Services Limited (**BIS**) and the Target will enter into a transitional services agreement (the **TSA**) relating to transitional services to be provided or procured by BIS to the Target for a transitional period following Completion.

4. LCEA

At Completion, Smiths and the Target will enter into a licence and co-existence agreement (the **LCEA**) under which: (a) Smiths will grant the Target a transitional licence to use certain trade marks for a transitional period post-Completion; and (b) Continuing Smiths and Smiths Detection will agree to co-exist in their respective uses of the "SMITHS" and "SMITHS DETECTION" trade marks following the Transaction.

Appendix 2

Historical Financial information

The following historical financial information relating to Smiths Detection has been extracted without material adjustment from the consolidation schedules and supporting accounting records that underlie the audited consolidated financial statements of Smiths for the years ended 31 July 2024 and/or 31 July 2025 (as applicable).

KPMG LLP was Smiths auditor in respect of each of the years ended 31 July 2024 and 31 July 2025. The consolidated statutory accounts of Smiths for the years ended 31 July 2024 and 31 July 2025 have been delivered to the Registrar of Companies. The auditor's reports for these periods were unqualified and did not contain statements under section 498(2) or (3) of the Companies Act.

The following financial information does not constitute statutory accounts within the meaning of section 434 of the Companies Act. The financial information in this Appendix has been prepared using the IFRS accounting policies used to prepare the consolidated financial statements of Smiths for the years ended 31 July 2024 and/or 31 July 2025 (as applicable).

1. FY2025 consolidated balance sheet of Smiths Detection

	31 July 2025
	£m
Assets	
Intangible Assets and Goodwill	755
Property, plant and equipment	40
Right of use assets	12
Financial assets - other investments	1
Deferred tax assets	28
Trade and other receivables	16
Long Term Assets	852
Inventories	309
Total Current tax receivable	4
Trade and other receivables	297
Cash and cash equivalents	186
Financial derivatives	2
Current Assets	798
Total Assets	1,650
Liabilities	

Financial liabilities - borrowings	(74)
Financial liabilities - leases	(8)
Provisions for liabilities and charges	(15)
Trade and other payables	(331)
Current tax payable	(24)
Current Liabilities	(452)
Financial liabilities - leases	(8)
Provisions for liabilities and charges	(6)
Retirement benefit obligations	(37)
Deferred tax liabilities	(34)
Trade & other payables	(25)
Long Term Liabilities	(110)
Total liabilities	(562)
Net assets	1,088

2. FY2025 and FY2024 consolidated income statements of Smiths Detection

	Year ended 31 July 2025			Year ended 31 July 2024		
	Headline	Non-headline	Total	Headline	Non-headline	Total
	£m	£m	£m	£m	£m	£m
Revenue	963	-	963	859	-	859
Operating costs	(841)	(26)	(867)	(757)	(19)	(776)
Operating profit	122	(26)	96	102	(19)	83
Finance costs	(4)	(1)	(5)	(2)	(1)	(3)
Profit/(loss) before taxation	118	(27)	91	100	(20)	80
Taxation	(38)	(5)	(43)	(27)	(2)	(29)
Profit/(loss) for the year	80	(32)	48	73	(22)	51

Appendix 3 Additional Information

1. Risks

The shareholders of Smiths should carefully consider, together with all other information contained in this announcement, the specific factors and risks described below. The risks disclosed below are those which the Smiths Board considers are material risks related to the Proposed Transaction. The risks described below are not set out in any order of priority, assumed or otherwise. There may be other risks of which the Smiths Board is not aware (or which it believes to be immaterial which may be connected to the Proposed Transaction) and which have or may have a material and adverse effect on the business, financial condition, results of operations or future prospects of Continuing Smiths.

1.1 Risks relating to the Proposed Transaction

(a) Proposed Transaction may not proceed to Completion

Completion is subject to certain conditions in the Put Option Deed and the SPA including, among other things, the consent of relevant antitrust and other regulatory authorities. There can be no assurance that the conditions will be satisfied and, accordingly, that Completion will take place.

If Completion does not occur, the Seller will not receive the net cash proceeds. Further, some other costs incurred by the Seller in connection with the Proposed Transaction (such as legal, other advisory fees and administrative costs) would be incurred without the receipt of those net cash proceeds.

(b) Exposure to liabilities and restrictions under Put Option and the SPA

The Put Option and the SPA contain obligations in the form of warranties, a tax covenant, certain pre-Completion undertakings and certain customary post-Completion restrictive covenants in favour of the Purchaser. The Seller has taken steps to minimise the risk of liability through customary limitations on liability (including a £1 cap on the Seller's liability with respect to the business and tax warranties and the tax covenant) and has sought to ensure that the restrictive covenants will not impact Continuing Smiths business as currently carried on. However, the limitations on liability will not apply in all scenarios and any liability to make a payment arising from a successful claim by the Purchaser under the Put Option or the SPA could reduce the consideration and have an adverse effect on Continuing Smiths business, results of operations, prospects and financial condition.

The Seller has undertaken a customary disclosure process to minimise the risk of liability under these provisions and the Purchaser has put in place a policy of warranty and indemnity insurance (**W&I Insurance**) in respect of such liabilities typical for a transaction of this nature. However, such

W&I Insurance may be insufficient or may not operate so as to preclude the possibility of claims being made against the Seller.

1.2 Material new risks to Continuing Smiths

- (a) Continuing Smiths operations will be less diversified and more susceptible to specific risks, including greater concentration risk and lower profits

Following Completion, Continuing Smiths business will be smaller and less diversified which could increase the Seller's exposure to market fluctuations or downturns within its remaining core businesses. Without the benefit of the revenues or profits of the Smiths Detection business, Continuing Smiths profits will be lower and its overall financial performance will depend more on the performance of each of its continuing businesses and the success of its business strategy.

- (b) Proposed Transaction may have a disruptive effect on Continuing Smiths

The Proposed Transaction has required, and will continue to require, substantial amounts of investment, time and focus from the management teams and employees of Smiths which could otherwise be spent operating Continuing Smiths in the ordinary course. Key managers and employees may become distracted by the Proposed Transaction and, accordingly, decision-making by Continuing Smiths may be delayed, deferred or otherwise impacted. This disruption could be prolonged if Completion is materially delayed.

- (c) Reinvestment of proceeds

While Smiths plans to return a large portion of net cash proceeds to shareholders and maintain a solid investment-grade credit rating, the optimal deployment of remaining capital for organic growth or acquisitions carries inherent risks.

2. Details of any legal and arbitration proceedings

2.1 Continuing Smiths

Other than as disclosed in the annual report and accounts for Smiths for the fiscal year ended 31 July 2025 (**2025 Annual Report**), there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Smiths is aware) during the period covering the 12 months prior to the date of this announcement which may have, or have had in the recent past, a significant effect on Smiths and/or Continuing Smiths financial position or profitability.

2.2 Smiths Detection

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Smiths is aware) during the period covering the 12 months prior to the date of this announcement which may have, or have had in the recent past, a significant effect on Smiths Detection's financial position or profitability.

3. Material contracts

3.1 Continuing Smiths

Other than as disclosed in the annual report and accounts for Smiths for the fiscal year ended 31 July 2024 and the 2025 Annual Report, or as set out below, there are no contracts that have been entered into by Smiths or Continuing Smiths (not being contracts entered into in the ordinary course of business): (i) within the period of two years immediately preceding the date of this announcement that are, or may be, material to Continuing Smiths; or (ii) that contain any provisions under which Smiths or Continuing Smiths has any obligation or entitlement that is material to Continuing Smiths.

- (a) Agreements in relation to the Proposed Transaction

A summary of the principal terms of the Proposed Transaction is set out in Appendix 1 of this announcement.

- (b) Agreement in relation to the disposal of Smiths Interconnect

On 16 October 2025, the Seller entered into an agreement with Molex Electronic Technologies Holdings, LLC for the sale of the Smiths Interconnect business for an enterprise value of £1.3bn (the **Interconnect Disposal**).

3.2 Smiths Detection

Other than as set out below, there are no contracts that have been entered into by Smiths Detection (not being contracts entered into in the ordinary course of business): (i) within the period of two years immediately preceding the date of this announcement that are, or may be, material to Smiths Detection; or (ii) that contain any provisions under which Smiths Detection has any obligation or entitlement that is, or may be, material to Smiths Detection.

- (a) Agreements in relation to the Proposed Transaction

A summary of the principal terms of the Proposed Transaction is set out in paragraph 1 of Appendix 1 of this announcement.

4. Significant change in financial position

4.1 Continuing Smiths

Other than in respect of the Interconnect Disposal, and those matters disclosed in the 2025 Annual Report and the trading statement for the first quarter to 31 October 2025, there has been no significant change in the financial performance or financial position of Continuing Smiths since 31 July 2025, the end of the last financial period for which financial information of Continuing Smiths has been published.

4.2 Smiths Detection

There has been no significant change in the financial performance or financial position of Smiths Detection since 31 July 2025, the end of the last financial period for which financial information of Smiths Detection has been published.

5. Related Party Transactions

Other than those matters disclosed in previously published annual reports and accounts of Smiths and/or otherwise disclosed in this announcement (including its Appendices), there were no related party transactions entered into by Smiths during the period from 31 July 2023 until the date of this announcement.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

DISTJBRTMTBMAA