



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Smith & Nephew plc  
(Registrant)

Date: May 19, 2003

By: /s/ Paul Chambers

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Paul Chambers  
Company Secretary

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19 May 2003

Smith & Nephew Shareholder Resolutions Approved  
Offer for InCentive Capital AG: Acceptance Condition Satisfied

The Board of Smith & Nephew plc announces that all of the resolutions considered at its Preference Shareholder Meeting, Extraordinary General Meeting and Court Meeting held earlier today were passed, authorising the Board to:

- o introduce a new holding company, to be known as Smith & Nephew Group plc;
- o complete the proposed acquisition of Centerpulse AG (and the related proposed acquisition of InCentive Capital AG which owns 18.9% of Centerpulse), subject to the satisfaction of all other conditions; and
- o repay the Preference Shares of Smith & Nephew plc.

Separately, with respect to the offer for InCentive Capital AG, the company announces that by 10am today it had received valid acceptances in excess of the minimum acceptance level of 80% stipulated as a condition of the offer. The offer will remain open until 24 June 2003.

Enquiries:

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19 May 2003

The Secretary  
London Stock Exchange  
RNS  
Old Broad Street  
London  
EC2N 1HP

Dear Sirs

SMITH & NEPHEW COURT MEETING: RESULT OF POLL

At a Court Meeting of the Ordinary Shareholders of Smith & Nephew plc held on 19 May 2003, the Scheme of Arrangement to establish Smith & Nephew Group plc as the holding company of Smith & Nephew plc under Section 425 of The Companies Act 1985 was approved by the Ordinary Shareholders of the Company on a vote by Poll, the results of which were as follows:

		Percentage of votes cast
Number of votes for:	553,553,809	99.7
Number of votes against:	1,814,286	0.03

Yours faithfully,

P.R. Chambers  
Company Secretary

19 May 2003

The Secretary  
London Stock Exchange  
RNS  
Old Broad Street  
London  
EC2N 1HP

Dear Sirs

Further to the announcement made this afternoon, with regards to the result of the poll held at a Court Meeting of Smith & Nephew plc, on 19 May 2003.

The percentage of votes cast against the resolution was 0.3% and not 0.03%.

Yours faithfully,

P.R. Chambers  
Company Secretary