

SMITH & NEPHEW PLC
Form 20-F/A
November 25, 2005
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

or

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

or

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number 0-19003

Smith & Nephew plc

(Exact name of Registrant as specified in its charter)

England and Wales

(Jurisdiction of incorporation or organization)

15 Adam Street, London WC2N 6LA

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name on each exchange on which registered</u>
American Depositary Shares Ordinary Shares of 12 ² /9p each	New York Stock Exchange New York Stock Exchange*

* Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

937,136,201 Ordinary Shares of 12²/9p each

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject

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to such filing requirements for the past 90 days:

Yes No

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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Explanatory Note

This amended Annual Report on Form 20-F/A has been filed by Smith & Nephew plc (the Company) to amend its Annual Report on Form 20-F for the fiscal year ended 31 December 2004 filed on 16 March 2005. The purpose of this amendment is to:

Include in the auditors' report, an explicit reference to the restatement of reconciliations of profit for the years ended 31 December, 2002 and 2003 and shareholders' funds as at 31 December 2002 and 2003 from accounting principles generally accepted in the United Kingdom to those generally accepted in the United States;

Include a more detailed discussion of the Company's results of operations in Item 5 Operating and Financial Review and Prospects;

Include additional detail and clarification about disclosure controls and procedures in Item 15 Controls and Procedures; and

Include additional detail and clarification in the notes to the consolidated financial statements in Item 18 Financial Statements.

This amended Annual Report shall not be deemed to modify or supersede any statement contained in any document filed or furnished by the Company with or to the SEC after 16 March 2005 and incorporated by reference into any registration statement or prospectus of the Company under the U.S. Securities Act of 1933, as amended, except to reflect the amendments described above.

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Dear Shareholder

As a consequence of the Company's Ordinary Shares being traded on the New York Stock Exchange (in the form of American Depositary Shares) we are required to prepare and file a Form 20-F with the US Securities and Exchange Commission. In order to provide the same information to both UK and US shareholders we have combined the Annual Report and Accounts and the Company's Form 20-F filing as a single document. US shareholders receive the combined Annual Report and Form 20-F.

For non-US shareholders who have elected to receive the full Annual Report and Accounts, the combined Annual Report and Form 20-F contains a very large amount of information and you may not wish to receive such a large document in the future. If so, please complete the enclosed form of request to elect to receive the Company's Summary Financial Statement in future, which is sent to the vast majority of shareholders each year. Shareholders electing to receive the Summary Financial Statement may subsequently choose to receive the full combined Annual Report and Form 20-F.

Yours sincerely,

Dudley Eustace

Chairman

8 March 2005

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INTRODUCTION

The Smith & Nephew Group is a global medical devices business engaged in orthopaedics, endoscopy and advanced wound management with sales of over £1.2 billion in 2004. Smith & Nephew plc is the parent company of the Smith & Nephew Group. It is an English public limited company with its shares listed on the official list of the UK Listing Authority and traded on the London Stock Exchange. It is also traded on the New York Stock Exchange in the form of ADSs.

This report is the Annual Report of Smith & Nephew plc for the year ended 31 December 2004. It comprises in a single document the Annual Report and Accounts of the Company in accordance with UK requirements and the Annual Report on Form 20-F in accordance with the regulations of the Securities and Exchange Commission in the US.

A summary report on the year, the Summary Financial Statement 2004, intended for the investor not requiring the full detail of the Annual Report, is produced as a separate document. The Summary Financial Statement includes a summary review of operations, a summary remuneration report and summary financial statements.

Over 90% of shareholders have chosen to receive only the Summary Financial Statement. The Annual Report is issued to shareholders who have elected to receive it. Both documents are available on Smith & Nephew's corporate website at www.smith-nephew.com.

The Group's fiscal year ends on 31 December of each year. References in this Annual Report to a particular year are to the fiscal year unless otherwise indicated. Except as the context otherwise requires, Ordinary Share or share refer to the Ordinary Shares of Smith & Nephew plc of 12²/9p each.

For the convenience of the reader, a Glossary of technical and financial terms used in this document is included on page 152. The product names referred to in this document are identified by the use of capital letters and are trademarks owned by or licensed to members of the Smith & Nephew Group.

Smith & Nephew's corporate website, www.smith-nephew.com, gives additional information on the Group. Information made available on the website is not intended to be, and should not be regarded as being, part of this Annual Report.

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This Annual Report including the Report of the Directors was approved by the Board of Directors on 8 March 2005.

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	2004	2003
	£ million	£ million
	<u>1,248.5</u>	<u>1,178.9</u>
Group turnover	1,248.5	1,178.9
Profit before taxation:		
Before goodwill amortisation and exceptional items	278.4	242.2
After goodwill amortisation and exceptional items	177.9	230.1
Adjusted basic earnings per Ordinary Share (EPSA)	21.14p	18.49p
Basic earnings per Ordinary Share	13.39p	15.92p
Dividends per Ordinary Share	5.10p	4.95p

2004 Dividends

The recommended final dividend of 3.20p per share together with the interim dividend of 1.90p makes a total for 2004 of 5.10p. Approval by shareholders of the 2004 final dividend will be sought at the Annual General Meeting to be held on 5 May 2005. If approved, the final dividend will be paid on 13 May 2005 to shareholders on the register at the close of business on 22 April 2005.

Presentation

Smith & Nephew believes that the reporting of profit and earnings before goodwill amortisation and exceptional items provides additional information on underlying returns and trends to shareholders. The Group's internal financial reporting focuses primarily on profit and earnings before goodwill amortisation and exceptional items which are the key performance indicators used in budgets, monthly reporting, forecasts, long-term planning and incentive plans. For this purpose exceptional items comprise operating exceptional items, share of exceptional items of joint venture and net profit on disposal of discontinued operations and associated undertaking. Throughout this document earnings per share calculated in this way is termed adjusted basic earnings per Ordinary Share (EPSA). The calculation of profit before goodwill amortisation and EPSA is set out in the Five Year Record (page 140).

Management's key indicator of sales performance is underlying growth in sales. This is calculated by excluding the effects of foreign currency translation movements and acquisitions. Management believes that sales growth on an underlying basis provides a consistent year-on-year measurement of performance without the distortions created by the translation effect of foreign currency movements and acquisitions which are separate from the Group's normal operations. Underlying sales growth is used by management in its internal financial reporting, budgeting and planning. A reconciliation of reported sales to underlying sales is provided on page 29.

The Group, as an international business, operates in many countries and earns revenues and incurs costs in many currencies. The results of the Group, as reported in Sterling, are therefore affected by movements in exchange rates between Sterling and overseas currencies. The Group uses the average exchange rates prevailing during the year to translate the results of overseas companies into Sterling. The currencies which most influence these translations are the US Dollar and the Euro. During 2004 average Sterling exchange rates were stronger against the US Dollar by 12% and stronger against the Euro by 2%, compared with 2003.

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The Group Accounts of Smith & Nephew in this Annual Report are presented in Sterling. Solely for the convenience of the reader, certain parts of this Annual Report contain translations of amounts in Sterling into US Dollars at specified rates. These translations should not be construed as representations that the Sterling amounts actually represent such US Dollar amounts or could be converted into US Dollars at the rate indicated. Except as where stated otherwise the translation of pounds Sterling and pence to US Dollars and cents appearing in this Annual Report has been made at the noon buying rate in The City of New York for cable transfers in Sterling as certified for customs purposes by the Federal Reserve Bank of New York (the "Noon Buying Rate") on the date indicated. On 28 February 2005, the Noon Buying Rate was US\$1.925 per £1.

The Accounts of the Group in this Annual Report are presented in millions ("m") unless otherwise indicated.

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Special Note Regarding Forward-Looking Statements

The Group's reports filed with, or furnished to, the US Securities and Exchange Commission (SEC), including this document and written information released, or oral statements made, to the public in the future by or on behalf of the Group, constitute forward-looking statements within the meaning of the US Private Securities Litigation Reform Act of 1995. In particular, statements regarding planned growth in our business and in our operating margins discussed under Outlook and Trend Information are forward-looking statements as are discussions of our product pipeline and discussions of the costs of future revisions of the macrot textured knee product under Recent Developments, Legal Proceedings and Operating and Financial Review, Liquidity and Prospects. When used in this Annual Report, the words aim, anticipate, believe, consider, estimate, expect, intend, plan, well-placed, target and similar expressions are generally intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors (including, but not limited to, the outcome of litigation and regulatory approvals) that could cause the actual results, performance or achievements of Smith & Nephew, or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Specific risks faced by the Group are described under Risk Factors on page 23 of this Annual Report.

All forward-looking statements in this Annual Report are based on information available to Smith & Nephew as of 8 March 2005. All written and oral forward-looking statements attributable to Smith & Nephew or any person acting on behalf of Smith & Nephew are expressly qualified in their entirety by the foregoing. Smith & Nephew does not undertake any obligation to update or revise any forward-looking statement contained herein to reflect any change in Smith & Nephew's expectation with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Market Data

Market data and market share estimates throughout this report are derived from a variety of sources including publicly available competitors information, internal management information and independent market research reports.

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DESCRIPTION OF THE GROUP

This section discusses the activities, resources and operating environment of the business under the following headings:

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Discussion of the Group's management structure and corporate governance procedures is set out in the Corporate Governance section (pages 48 to 56).

The Remuneration Report gives details of the Group's policies on senior management's remuneration in 2004 (pages 57 to 65).

Discussion of the Group's operating and financial performance, liquidity and financial resources for 2004 and 2003 is given in the Operating and Financial Review, Liquidity and Prospects (pages 27 to 47).

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THE BUSINESS

HISTORY AND DEVELOPMENT

Group Overview

Smith & Nephew is a global business engaged in the development, manufacture and marketing of medical devices in the sectors of orthopaedics, endoscopy and advanced wound management.

The Group has a history dating back 149 years to the family enterprise of Thomas James Smith who opened a small pharmacy in Hull, England in 1856. On his death in 1896, his nephew Horatio Nelson Smith took over the management of the business. Smith & Nephew was incorporated and listed on the London Stock Exchange in 1937. Today it is a public limited company incorporated in the UK and registered in, and conducted under the laws of, England and Wales. Operations in countries other than the UK are under the laws of those countries. In November 1999, the Group was listed on the New York Stock Exchange. The corporate headquarters is in the UK and the registered address is:

Smith & Nephew plc

15 Adam Street

London WC2N 6LA

Tel: +44 (0) 20 7401 7646

Website: www.smith-nephew.com

In 2001, Smith & Nephew became a constituent member of the FTSE-100 index in the UK. This means that Smith & Nephew is included in the top 100 companies traded on the London Stock Exchange measured in terms of market capitalisation.

Recent Developments

In March 2004, Smith & Nephew acquired Midland Medical Technologies (MMT), the global market leader in metal-on-metal hip resurfacing for £70m in cash and notes. Additional payments of up to £30m in cash and notes are contingent upon certain regulatory milestones being met. MMT achieved sales in the 2003 calendar year of £20m. Including acquired distributors, MMT contributed £20m to Smith & Nephew's turnover in 2004. MMT is being integrated into the orthopaedics business.

In August 2003, Smith & Nephew withdrew from all markets the macrot textured version of its OXINIUM femoral knee component. This withdrawal is specific to the macrot textured version of this OXINIUM component and does not affect any other product using OXINIUM technology. As at that date 2,971 components had been implanted of which approximately 2,471 were in the USA, 450 in Australia and 50 in Europe. As at 28 February 2005 782 revision surgeries had been carried out on affected patients and settlements agreed with patients in respect

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of 537 of these revisions. As discussed more fully under [Legal Proceedings](#) , due to uncertainties relating to the amount of insurance coverage that will be available to cover certain existing claims and future claims, an exceptional charge of £80m has been recorded, representing unsettled insurance claims and an estimate of claims likely to arise in the future assuming that no further insurance cover is available. These estimates constitute forward looking statements that are subject to uncertainties. Depending on the number and average cost of actual revisions, costs to Smith & Nephew may be greater or less than the amount of this provision. See [Legal Proceedings](#) and [Risk Factors](#) .

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BUSINESS DESCRIPTION

Group Structure

Smith & Nephew operates on a worldwide basis. This has been achieved through a series of investments and acquisitions, predominantly in the US but also in Europe, and through continued emphasis on the development and introduction of new products to the Group's principal markets.

Smith & Nephew is organised into the three global business units of orthopaedics, endoscopy and advanced wound management and a separate indirect market unit. Each of the three global business units manages its sales directly in ten international markets – the US, Canada, the UK, Germany, Japan, Australia, France, Italy, New Zealand and Ireland – and takes full responsibility for strategy, research and development (R&D), manufacturing, marketing, sales and financial performance. The remaining 22 markets in which the Group has selling companies are managed by country managers, with business responsibility for the whole of the Group's product range, and comprise the indirect market unit.

A head office team in London, England directs the overall business and supports the business units, primarily in the areas of business development, company secretarial, finance, human resources and investor relations, with a legal department based in Memphis, Tennessee. A central research facility in York, England is charged with the development of enabling technologies in both materials science and biology, particularly cell biology.

Orthopaedics

Overview

Orthopaedic products comprise reconstructive joint implants, trauma products and associated clinical therapies. Reconstructive implants include hip, knee and shoulder joints as well as ancillary products such as bone cement and mixing systems used in cemented reconstructive joint surgery. Trauma products consist of internal and external fixation devices, used in the stabilisation of severe fractures. Clinical therapies consist of products applied in an orthopaedic office or clinic setting and currently comprise bone growth stimulators and a joint fluid therapy product.

The orthopaedics business is managed worldwide from Memphis, Tennessee, which is also the site of its main manufacturing facility. Orthopaedic implants and trauma products are also manufactured at a small facility in Tuttlingen, Germany. As described in Property, Plant and Equipment, continuing strong sales growth has created the need for expansion in both manufacturing and administrative facilities.

The Group's reconstructive knee business is built on two major knee systems: GENESIS II, designed to facilitate the accuracy and efficiency of the operating procedure and provide improved long-term clinical results; and PROFIX, a reconstructive knee system featuring simpler instruments and surgical technique.

Within the reconstructive hip line, the SPECTRON cemented hip system and the REFLECTION acetabular cup system have documented positive long-term clinical performance. More recently, the success of SYNERGY, a tapered titanium stem system, and ECHELON, a revision stem system, have established Smith & Nephew as a strong player in this product segment.

The Group has developed and now manufactures knee and hip implant components made from oxidised zirconium (OXINIUM) which is patent protected and which management believes has improved wear characteristics which may be of significant benefit to younger, more active patients.

Within the trauma business, products in internal and external fixation, such as the TRIGEN intramedullary nail system, PERI-LOC plating system, IMHS CP JET-X fixator and TAYLOR SPATIAL FRAME fixator, provide trauma surgeons a comprehensive offering of products to address acute and reconstructive procedures and hip fractures related to osteoporosis. Orthobiologic products, including demineralised bone matrix are also offered for use in conjunction with reconstructive and trauma surgeries.

The EXOGEN ultrasonic bone healing stimulator and SUPARTZ hyaluronic acid joint fluid therapy are the main products in the clinical therapies sector.

To compete effectively in the growing global orthopaedic market, management believes that as well as having a leading edge product range it is important to have a skilled sales force that can build strong relationships with surgeons and to provide high levels of customer service. Currently the global sales force numbers 1,260, of whom 815 serve the US market.

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Strategy

Smith & Nephew's orthopaedics strategy is for future growth through product development in its existing core business and expansion into the fast-growing market for less invasive therapies. Management believes that the orthopaedic market will continue to grow for the foreseeable future. This is largely attributable to the increasing proportion of the population aged over 55 and the increasing need for joint reconstructive products and other orthopaedic therapies in younger, more active patients.

Management believes that its sales growth has accelerated through the creation of separate divisions for trauma and reconstructive with separate internal resources and specialised sales forces. Smith & Nephew also intends to further penetrate these markets by taking advantage of its portfolio of products and services, by expanding its sales force, and by introducing less invasive and alternative therapies. The Group is also contributing to patient education and empowerment through its websites and other direct-to-consumer activities.

New Products

In 2004, the orthopaedics business continued the promotion and roll-out of OXINIUM technology across the knee and hip product line. OXINIUM is a material exclusive to Smith & Nephew which has the strength of a metal with the wear properties of a ceramic material and expands the market for hip and knee implants. The completion of the OXINIUM femoral head rollout was accomplished with the smaller and larger sizes being introduced in the market. The TANDEM BIPOLAR PROSTHESIS is designed to address the needs of hip fracture patients.

In 2004, the Group released for surgical evaluation the PERI-LOC plating system for lower extremity procedures. It is expected to launch this product in the first half of 2005.

The principal product of MMT, which was acquired in 2004, is the Birmingham Hip Resurfacing (BHR) prosthesis. Hip resurfacing is a less invasive surgical approach, and preserves more bone, than total hip replacement and is more appropriate for use on younger and more active patients. The business is based in Birmingham, UK and is being integrated into the reconstructive division of orthopaedics. Its sales are principally in the UK, continental Europe and Australia. It is not approved for sale in the US. Management's intention is to pursue FDA approval in the US for the BHR based on the significant amount of clinical data which has been assembled since 1997.

Recent Regulatory Approvals

In February 2004, the Japanese Ministry approved the GENESIS II HI FLEX KNEE tibial insert and the FDA cleared the INTERTAN nail for sale in the US. INTERTAN nails are used for fracture fixation and feature an innovative screw design that allows two different locking options.

In July 2004, FDA cleared the OXINIUM revision femoral component for sale in the US. This product can be used when an existing artificial knee needs to be replaced and can be used with stems and wedges which are sometimes needed in revision surgeries.

In September 2004, the Japanese Ministry approved the Asian IMHS. This is a titanium version of the stainless steel IMHS nail, sized for the Asian anatomy.

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During 2004, the FDA issued a clearance for VERSABOND AB antibiotic loaded bone cement.

Competition

Management estimates that the worldwide orthopaedic market (excluding spine) served by the Group grew by 13% in 2004 and is currently worth more than £6.5 billion per annum. Management believes that Smith & Nephew holds a 9% share of this market by value.

Principal global competitors in the orthopaedic market and their estimated global shares, are Zimmer (21%), Stryker (18%), De Puy/Johnson & Johnson (17%), Biomet (11%) and Synthes-Stratec (11%).

Endoscopy

Overview

Smith & Nephew's endoscopy business, headquartered in Andover, Massachusetts, develops and commercialises a range of endoscopic (minimally invasive surgery) techniques, educational programmes and value-added services for surgeons to treat and repair soft tissues, articulating joints, spinal discs and vascular structures. The business focuses principally on the arthroscopy sector of the endoscopy market. Arthroscopy is the minimally invasive surgery of joints, in particular the knee and shoulder.

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The endoscopy business offers surgeons endoscopic technologies for surgery, including: fluid management and insufflation equipment for surgical access; digital cameras, digital image capture, central control, multimedia broadcasting, scopes, light sources and monitors to assist with visualisation; radiofrequency wands, electromechanical and mechanical blades, and hand instruments for resecting tissue; and specialised devices, fixation systems and bioabsorbable materials to repair damaged tissue.

Manufacturing facilities are located in Andover and Mansfield, Massachusetts and Oklahoma City, Oklahoma. Major service centres are located in the US, the UK, Germany, Japan and Australia.

Of the current global sales force of 655, 360 serve the US market.

Strategy

Smith & Nephew's strategic intent is to establish the endoscopy business as the leading provider of endoscopic techniques for joint and ligament repair and to use its core capabilities to penetrate other select endoscopic markets. Management believes the business capitalises on the growing acceptance of endoscopy as a preferred surgical choice among physicians, patients and payors.

To sustain growth and enhance its market position, the endoscopy business supports its strategy with surgeon education programmes, financing solutions, global fellowship support initiatives, partnerships with professional associations and surgeon advisory boards.

In February 2004, the endoscopy business expanded its Digital Operating Room product range by acquiring Reed Medical, a leading provider of audio-visual technology and design for operating room applications. Management believes that this will enable the Group to establish itself as a lead player in the fast growing market for operating room modernisation.

New Products

In 2004, Smith & Nephew introduced a new three chip endoscopic camera system providing superior image quality, digital output, the option of steam sterilisation, and compatibility with previous generation camera components. The Group continued to expand its offerings in soft tissue repair with the ENDOBUTTON CL BTB and GTS system for knee tendon repair along with the BIORAPTOR anchor, ELITE PASS suture shuttle and CLEAR-TRAC disposable cannulas and obturators for arthroscopic shoulder repair. To encourage surgeon adoption of arthroscopic hip techniques, Smith & Nephew introduced a new hip access system, making it easier for surgeons to safely position instruments in the hip joint.

As the global market leader in arthroscopic resection, the Group introduced the SCULPTOR line of monopolar ablation probes, providing safe and efficient removal of soft tissue during knee and shoulder procedures. Smith & Nephew also introduced additional improvements and enhancements to its DYONICS power system, with more aggressive disposable blades and additional options for its POWERMAX shaver handpiece.

The launch of the new 20S generator system allowed entry into the new spinal market of facet joint pain treatment, complementing the Group's position as a leader for the treatment of disc degeneration. The new generator platform continues to advance the treatment of spine pathologies

through both IDET and the new ACUTHERM catheter for targeted disc decompression.

Recent Regulatory Approvals

During 2004, the endoscopy business obtained regulatory approvals for the following products in most major markets, except Japan where the approval process is traditionally slower: DURABRAID and ULTRABRAID high strength sutures; a new RF generator for two interventional spine procedures, IDET and disc decompression, in addition to probes for denervation of the facet joints; a graft sleeve device for intra-tunnel fixation of the ACL graft; and various other arthroscopy fixation and vascular devices.

Competition

Management estimates that the global arthroscopy markets in which the business principally participates is worth £780 million a year and is growing at 8% annually, driven by increasing numbers of sports injuries, longer and more active lifestyles, patient desire for minimally invasive procedures, innovative technological developments and a need for cost effective procedures. Management believes that Smith & Nephew has a 29% share of the global arthroscopy market. Smith & Nephew also participates in the developing minimally invasive spinal and minimally invasive vascular markets and continues to seek ways to leverage its knowledge, experience and core capabilities in other selected endoscopic markets.

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Smith & Nephew's main competitors and their estimated shares of the global arthroscopy market are: Mitek/Johnson & Johnson (17%), Linvatec/Conmed (14%), Arthrex (14%), Stryker (12%) and Arthrocare (7%).

Advanced Wound Management

Overview

Smith & Nephew's advanced wound management business is headquartered in Hull, England. It supplies a range of products and clinical support services for the treatment of chronic and acute skin wounds. It offers a range of products from initial wound bed preparation through to full wound closure. These products are targeted particularly at chronic wounds connected with the older population (such as pressure sores and venous leg ulcers), diabetic foot ulcers, burns and complex surgical wounds.

Advanced wound management products are manufactured in facilities in Hull and Gilberdyke, England; Largo, Florida; and La Jolla, California and by certain third party manufacturers.

The advanced wound management business has continued to build its sales and marketing infrastructure in the world's major markets, with expansion of its sales force and global brand development. These initiatives have led to increased levels of demand on the Group's manufacturing and global supply chain, which have been addressed with increased investment in the production capacity in Hull and Largo.

Strategy

The strategy for advanced wound management products is to focus on the higher added value segments of wound bed preparation and moist and active healing. The formation of a joint venture with Beiersdorf AG in 2001, BSN Medical, enabled the advanced wound management business to exit from its traditional medical textile woundcare business allowing it to focus its attention on higher added value advanced woundcare products.

The business has built its sales and marketing infrastructure in the world's major markets, both through investment in its existing network and through the additional sales teams gained through its acquired businesses in recent years. The integration of the acquired sales forces has increased the capability of the business throughout the world, particularly in the key markets of the US and Germany. Currently the global sales force is 905 of whom 200 are in the US.

In January 2004, the business acquired VERSAJET, a fluid jet debridement system, from HydroCision Inc., to add to its range of advanced wound bed preparation products.

New Products

Management believes that the market will continue the trend towards advanced products with their ability to accelerate healing rates, reduce hospital stay times and cut the cost of nursing and clinician time and aftercare in the home.

In 2002, the Group acquired the remaining 50% of its former joint arrangements with Advanced Tissue Sciences, Inc. (ATS) for the rights to apply human tissue technology to the treatment of all skin wounds including two significant products, DERMAGRAFT and TRANSCYTE. DERMAGRAFT is a human dermal replacement designed as a treatment for diabetic foot ulcers and TRANSCYTE is a temporary wound covering for the treatment of burns.

At the end of 2002, ACTICOAT achieved Class III medical device approval in Europe and during 2003 the product achieved a drug tariff listing in the United Kingdom. ACTICOAT, acquired from Westaim of Canada in May 2001, is an antimicrobial barrier dressing incorporating the smallest crystallised silver (nanocrystalline silver) used in the treatment of burns or wounds. The silver reduces the risk of bacterial colonisation and acts to kill micro-organisms that can cause infection and prevent or retard healing. Sales have been driven by the worldwide introduction of ACTICOAT and the application of the technology to a wide range of line extensions.

2004 was the second year of the launch of the expanded ALLEVYN hydrocellular dressing range. Management believes that ALLEVYN is the largest selling dressing in its category in the world and that the continued focus on the brand will aid Smith & Nephew in maintaining this position. 2004 was the first full year of the sales of GLADASE, a papain urea ointment that was launched in the US to replace SANTYL, a collagenase product.

Recent Regulatory Approvals

During 2004, the advanced wound management business secured over 215 medical device and 65 pharmaceutical registration approvals in various markets throughout the world. Among the most significant

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approvals were those for ACTICOAT ABSORBENT, an absorbent antimicrobial barrier product, in Europe as a Class III device and the VISITRAK wound management system in Japan. VERSAJET gained new approvals in Australia, South Korea and South Africa.

Competition

Management estimates that the sales value of the advanced wound management market worldwide is £1.9 billion a year, and that this grew 12% in 2004, and that Smith & Nephew has a 19% market share. Growth is driven by an ageing population and by a steady advancement in technology and products that are more clinically efficient and cost effective than their conventional counterparts. Management believes that, with approximately half of chronic wounds globally still treated with conventional dressings, there is strong growth potential for advanced technology products.

Worldwide competitors in advanced wound management and their estimated market shares comprise Kinetic Concepts (21%), the Convatec division of Bristol-Myers Squibb (12%), Johnson & Johnson (9%), and 3M (8%).

Joint Ventures and Discontinued Operations

Joint Ventures, Associated Undertakings, Joint Arrangements and Other Interests

Joint ventures are those in which the Group holds an interest on a long-term basis and which are controlled by the Group and one other entity under a contractual agreement.

Smith & Nephew owns 50% of the BSN Medical joint venture, which became operational on 1 April 2001. It is jointly owned with Beiersdorf AG and is independently managed. BSN Medical comprises traditional woundcare, casting and bandaging and compression hosiery businesses. Headquartered in Hamburg, Germany it has manufacturing facilities in the US, UK, Germany, France, Republic of Ireland, South Africa, Mexico and Pakistan. In certain markets, Smith & Nephew's sales forces sell BSN Medical's products on an agency basis in return for an agency commission and in some markets, mainly in Asia, Smith & Nephew distributes BSN Medical products. Results are accounted for under the gross equity method, whereby 50% of turnover, operating profit, interest, taxation and attributable profit for the year are incorporated into Smith & Nephew's profit and loss account.

During 2004 BSN Medical acquired the fracture casting and splinting business of DePuy, Inc., a Johnson & Johnson company and has integrated it with its casting and bandaging business. This acquisition furthered the establishment of BSN Medical as a major independent medical supplies company.

Associated undertakings are those in which the Group has a beneficial interest of 50% or less in the equity capital and where the Group exercises significant influence over commercial and financial policy decisions. In March 2002, the Group acquired 21.5% of AbilityOne Corporation (AbilityOne) as part of a transaction in which it disposed of its rehabilitation business to AbilityOne. In September 2003, the Group disposed of its 21.5% interest in AbilityOne to Patterson Dental Inc. From 1 April 2002 to 12 September 2003 this interest was included in the Group's accounts as an associated undertaking and accounted for under the equity method, whereby 21.5% of operating profit, interest, taxation and attributable profit are incorporated into Smith & Nephew's profit and loss account.

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The Group had an interest in two joint arrangements with ATS, relating to products for the treatment of diabetic foot ulcers (DERMAGRAFT) since 1996, and cartilage replacement (NEOCYTE) since 1994. On 25 November 2002, the Group purchased from ATS the interests it did not already own in the joint arrangements.

Discontinued Operations

Discontinued operations in 2002 comprise three months of results of the rehabilitation business disposed of in March 2002. The rehabilitation business manufactured and marketed products, equipment and product systems used to increase, improve or maintain functional capabilities after surgery or stroke or of individuals with disabilities.

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OPERATING ENVIRONMENT

REGULATION

The international medical device industry is highly regulated. Regulatory requirements are a major factor in determining whether substances and materials can be developed into marketable products and the amount of time and expense that should be allotted to such development.

National regulatory authorities administer and enforce a complex series of laws and regulations that govern the testing, approval, manufacturing, labelling, marketing and sale of healthcare and pharmaceutical products. They also review data supporting the safety and efficacy of such products. Of particular importance is the requirement in many countries that products be authorised or registered prior to manufacture, marketing or sale and that such authorisation or registration be subsequently maintained. The major regulatory agencies for Smith & Nephew's products are the FDA in the US, the Medicines and Healthcare products Regulatory Agency in the UK and the Ministry for Health Labour and Welfare in Japan. Payment for many medical device products is governed by reimbursement tariff agencies in each individual country.

The trend in recent years has been towards greater regulation and higher standards of technical appraisal, which generally entail lengthy inspections for compliance with appropriate standards, including regulations such as good manufacturing practices. Smith & Nephew believes that these recent changes will not have a material adverse effect on the Group's financial condition and the results of operations. All significant facilities within the Group are subject to regular internal audit for medical device regulatory compliance with national and Group standards and policies.

Smith & Nephew believes that the Group's operations currently comply in all material respects with applicable environmental laws and regulations. Although the Group continues to make capital expenditure for environmental compliance, it is not currently aware of any significant expenditure that would be required as a result of such laws and regulations that would have a material adverse impact upon the Group's financial condition.

PRODUCT LIABILITY

The Group monitors the safety of its products from initial product development through to product use or application. In addition, the businesses of the Group analyse on a worldwide basis reports of adverse reactions and complaints relating to its products. Each business reviews these adverse reactions and complaints and any safety matters arising with independent medical advisors. These conclusions are subsequently reviewed by the Group's independent medical advisor.

Product liability is a commercial risk for the industry of which the Group is a part, particularly in the US. Smith & Nephew has implemented systems it believes are appropriate in respect of loss control techniques. These include reporting mechanisms to ensure early notification of complaints and a legal department which manages product liability claims and lawsuits.

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The Group carries product liability insurance to cover exposure as far as practicable. With the exception of the macrotextured product liability claim, discussed under [Legal Proceedings](#) and [Risk Factors](#), instances of loss to the Group arising from product liability claims have been covered either directly by the Group or by insurance. Apart from the macrotextured claim, there are no individual product liability claims that are expected to have a material adverse effect on the Group's financial position.

There can be no assurance that consumers, particularly in the US or elsewhere, will not bring product liability or related claims that would have a material adverse effect on the Group's financial position or results of operations in the future or that the Group will continue to resolve such claims within insurance limits in view of changing legal doctrines and attitudes regarding such matters. See [Risk Factors](#) [Product Liability Claims and Loss of Reputation](#).

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RISK MANAGEMENT

Smith & Nephew's products are not inherently high risk. However, if they malfunction, they could damage or impair the repair of body functions. Management believes that the Group's quality, regulatory and medical controls and insurance cover is adequate and appropriate for this class of products. The Group's reputation is crucially dependent on strong performance in this area and on appropriate crisis management if a serious medical incident or product recall should occur.

The Board is responsible for the maintenance of the Group's systems of risk management and internal control and for reviewing their effectiveness. These systems, which accord with the Turnbull Guidance, have been in place for 2004 and to the date of approval of the report and accounts and involve: the identification, evaluation and management of key risks through a Risk Committee, which reports to the Board annually; business reviews by the Board; and the review of the Audit Committee of internal financial controls and the risk management process. These systems are reviewed annually by the Board. Whilst not providing absolute assurance against material misstatements or loss, these systems are designed to identify and manage those risks that could adversely impact the achievement of the Group's objectives.

The Group maintains insurance against product, employers' and directors' and officers' liabilities, and physical and consequential loss, subject to limits and deductibles. The Group maintains liability provisions to cover known uninsured risks. On 17 December 2004 the Group was advised that certain insurers had declined coverage for macrot textured knee claims. See Legal Proceedings .

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OPERATING ACTIVITIES

MARKETING AND DISTRIBUTION

Smith & Nephew's customers are the various providers of medical and surgical services worldwide. In certain parts of the world, including the UK, much of Continental Europe, Australia, Canada and South Africa, these are largely governmental organisations funded by tax revenues. In the US, the Group's major customers are public and private hospitals, many of which have combined to form large purchasing groups and receive revenue from private health insurance and governmental reimbursement programmes. In the US, Medicare is the major source of reimbursement for knee and hip procedures and for wound healing treatment regimes.

Competition exists among healthcare providers to gain patients on the basis of quality, service and price. In many countries, and particularly in the US, providers are under pressure to reduce the total cost of healthcare delivery. There has been some consolidation in the Group's customer base, as well as amongst the Group's competitors, and these trends are expected to continue in the long term. Smith & Nephew competes against both specialised and multinational corporations, including those with greater financial, marketing and other resources.

The Group's customers reflect the wide range of distribution channels, purchasing agents and buying entities in over 90 countries worldwide. The largest single customers worldwide are the National Health Service in the UK and HealthTrust in the US. Sales to these customers in 2004 each represented approximately 4% of the Group's worldwide total sales.

In the US the Group's products are marketed directly to doctors, hospitals and other healthcare facilities. Each business unit operates a separate specialised sales force. Within the orthopaedics business further specialisation of the sales force continues to be introduced progressively for reconstructive, trauma and clinical therapy products. In both orthopaedics and endoscopy the US sales forces consist of independent commissioned sales agents who are managed by a mix of independent agents and the Group's own managers. These agents are not permitted contractually to sell products that compete with Smith & Nephew's. In both businesses products are shipped and invoiced direct to the ultimate customer. The advanced wound management business in the US operates a sales force of its own employees who market direct to the ultimate customer. Advanced wound management products in the US are shipped and invoiced to a number of large wholesale distributors.

In the other direct markets of the UK, Ireland, France, Germany, Italy, Australia, New Zealand, Canada and Japan the business units manage separate sales forces directly. Except in Australia and New Zealand, where independent sales agents are used, the sales forces of the direct markets comprise employees and market directly to the ultimate customer.

The indirect markets unit comprises direct selling and marketing operations in Austria, Belgium, Denmark, Eastern Europe, Finland, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, China, Hong Kong, Korea, Malaysia, Singapore, Taiwan, Thailand, the United Arab Emirates, South Africa, Mexico and Puerto Rico. In these markets orthopaedics and endoscopy frequently share sales resources. The advanced wound management sales force is separate since it calls on different customers. In all other countries Smith & Nephew sells to third party distributors which market the Group's products locally.

In Continental Europe, the Group operates three centralised distribution facilities. Orthopaedics operates a facility in Paris which acts as a central holding and consolidation point for Continental European stock and stock returns. Product is shipped to Group companies who hold small amounts of stock locally for immediate or urgent customer requirements. Advanced wound management operates distribution centres at Nijmegen, the Netherlands and Gothenburg, Sweden from where stock is shipped directly to the ultimate customer in most European markets.

MANUFACTURE AND SUPPLY

Where management considers that the Group possesses a core competence its policy is to manufacture products internally wherever possible to ensure quality, regulatory and cost goals are met. The Group invests in the expansion of its manufacturing facilities and equipment to meet these aims.

The Group outsources its manufacturing for several possible reasons including lack of in-house expertise, lack of a cost competitive process or due to capacity constraints.

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Where products and services are outsourced, suppliers are determined based on a number of factors which include the complexity of the product, manufacturing technology, manufacturing capabilities, cost competitiveness and intellectual property. Suppliers are selected based on their capability to provide products and services, their ability to establish and maintain a quality system and their financial stability. Suppliers are monitored by on-site assessments and ongoing monitoring of delivered products. Ongoing product assurance is maintained by effective quality plans.

Each business unit purchases raw materials, components, finished products and packaging materials from certain key suppliers. These comprise principally metal forgings and stampings for orthopaedics, optical and electronic sub-components for endoscopy, active ingredients and finished goods for advanced wound management and packaging materials for all businesses. Management believes that prices of principal raw materials and finished goods purchased are not particularly volatile and that these materials are generally available from various specialist suppliers. Finished goods purchased for resale are primarily SUPARTZ joint lubricant and the BHR hip resurfacing product in the orthopaedic business; monitors and electrical devices in the endoscopy business; and enzyme debrider agents and ACTICOAT in the advanced wound management business.

SEASONALITY

Smith & Nephew's sales are generally at their highest in quarter four of any year. This is caused by the relatively high number of accidents and sports injuries which occur in the North American and European autumn and winter which increases sales of orthopaedic and endoscopy products and by the deferral of elective surgery during the peak summer holiday period in North America and Europe during the third quarter.

RESEARCH AND DEVELOPMENT

The business units each manage a portfolio of short and long-term product development projects designed to meet the future needs of their customers and to continue to provide growth opportunities for their businesses. The Group's research and development is directed towards all three business segments. Expenditure on research and development amounted to £66.4m in 2004 (2003 £66.8m, 2002 £61.3m), representing approximately 5% of group turnover (2003 6%, 2002 6%).

The Group's principal research facility is located in York, England. The Group's research programme seeks to underpin the longer-term technology requirements for its businesses and to provide a flow of innovative products. The Group continues to invest in future technology opportunities, particularly bio-resorbable materials, tissue engineering and non-invasive healing devices across the Group.

Product development programmes are carried out at the Group's principal manufacturing locations, notably in Memphis, Tennessee (orthopaedics), Andover and Mansfield, Massachusetts (endoscopy) and Hull, England and La Jolla, California (advanced wound management). In-house research is supplemented by work performed by academic institutions and other external research organisations principally in the UK and the US.

INTELLECTUAL PROPERTY

Management believes that the Group's policy concerning intellectual property rights promotes innovation in its businesses. Smith & Nephew has a policy of protecting, with patents, the results of the research and development carried out throughout the Group. Patents have been obtained for a wide range of products, including those in the fields of orthopaedic, endoscopic and advanced wound management technologies. Patent protection for Group products is sought routinely in the Group's principal markets. Currently, the Group's patent portfolio stands at over 2,500 existing patents and patent applications.

Smith & Nephew also has a policy of protecting the Group's products in the markets in which they are sold by registering trademarks as soon as possible under local laws. The Group vigorously protects its trademarks against infringement and currently is not aware of any significant infringement of its trademark registrations. The present trademark portfolio of the Group consists of over 3,300 trademarks and design rights.

Smith & Nephew's principal products are protected by intellectual property comprising patents, licences and know how, and it strives to provide a collection of intellectual property for each major product that reduces the risk associated with failure of any individual piece of intellectual property. In addition, most pieces of intellectual

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property protect a relatively small proportion of the Group's annual turnover. As a result, the Group tries to ensure that its overall business is not sensitive to the loss (however caused) of any single piece of intellectual property.

In addition to maintaining a policy of protecting its market position by the filing and enforcement of patents and trademarks, Smith & Nephew has a policy of opposing third party patents and trademarks in those areas that might conflict with the Group's business interests.

In the ordinary course of its business, the Group enters into a number of licensing arrangements with respect to its products. None of these arrangements individually is considered material to the operations and the financial results of the Group.

PROPERTY, PLANT AND EQUIPMENT

The Group's principal locations are as follows:

	Approximate area
	(Square feet 000 s)
Group Head Office in London, England	15
Group research facility in York, England	83
Orthopaedics headquarters and manufacturing facility in Memphis, Tennessee	680
Endoscopy headquarters in Andover, Massachusetts	112
Endoscopy manufacturing facility in Andover, Massachusetts	110
Endoscopy manufacturing facility in Mansfield, Massachusetts	90
Endoscopy manufacturing facility in Oklahoma City, Oklahoma	100
Advanced wound management headquarters and manufacturing facility in Hull, England	546
Advanced wound management manufacturing facility in Largo, Florida	188
Advanced wound management manufacturing facility in La Jolla, California	69

The facilities in Memphis, Hull and Largo and the manufacturing facility in Andover are freehold whilst all other principal locations are leasehold. The Group has freehold and leasehold interests in real estate in other countries throughout the world, but no other is individually significant to the Group. Where required, the appropriate governmental authorities have approved the facilities.

During 2004 additional space of 20,000 square feet was leased at the endoscopy headquarters in Andover, Massachusetts and endoscopy manufacturing moved to a new facility in Oklahoma City, Oklahoma which has 45,000 more square feet than the previous facility.

As a result of its rapid rate of sales growth in recent years and anticipated continuing strong demand for its products, the orthopaedics business needs to increase its manufacturing capacity and administrative facilities. A capacity expansion strategy has been formulated and in 2005

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additional freehold manufacturing space of 105,000 square feet and leasehold administrative space of 72,000 square feet will be acquired in Memphis.

Also during 2005, in the UK, new facilities for the development, manufacture and distribution of BHR products will be acquired in the Birmingham area and consolidated with the existing UK orthopaedics operations. Current locations in Bromsgrove and Cambridge will be vacated.

The strategy calls for further administrative and research and development facilities to be added in Memphis during 2006 and the identification and securing of low-cost manufacturing locations in the future.

The expansion in the Group's facilities is not expected to have a material impact on liquidity and resources.

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LEGAL PROCEEDINGS

The Company and its subsidiaries are parties to various legal proceedings including product liability, which are considered to constitute ordinary and routine litigation incidental to the businesses conducted by the Group, in some of which claims for damages in substantial amounts have been asserted. The outcome of such proceedings cannot readily be foreseen, but other than detailed below management believes that they will not result in any material adverse effect on the financial position or results of operations of the Group.

Smith & Nephew is in dispute with ArthroCare Inc., which alleges infringement of three US patents related to certain bipolar radio frequency products. In June 2004 an injunction was granted against Smith & Nephew prohibiting sales of affected products. Sales of the affected products in 2004 up to the date of the injunction were £3m. Management believes it has meritorious defences based upon pending trial court motions, re-examinations taking place in the US Patent and Trademark Office and an appeal to the Court of Appeals for the Federal Circuit and intends to contest the case.

In August 2003 the Group withdrew voluntarily from all markets the macrot textured versions of its OXINIUM femoral knee components. As at that date 2,971 components had been implanted of which approximately 2,471 were in the USA, 450 in Australia and 50 in Europe, the first component having been implanted in December 2001.

The product was withdrawn when management became aware of a higher than usual percentage of reports of early revisions (revisions are implants which need to be replaced). Whilst the cause of the revisions remains uncertain it is apparent that some patients do not achieve adequate initial fixation and that in other patients, while there appears to be good initial fixation, this does not persevere. Extensive testing and modelling has so far failed to identify the precise cause of the failure and, due to the large number of variables involved, it is probable that the precise cause may never be understood fully.

As at 28 February 2005 782 implants had been revised and settlements agreed with patients in respect of 537 of these revisions. The total amount paid out in settlements, legal costs and associated expenses was £50m of which £32m had been or will be recovered from the insurer that provides the primary layer and 65% of the first excess layer in the Group's global product liability programme. The balance of £18m is due from insurers in respect of the balance of the first excess layer and the second excess layer.

On 17 December 2004 the Group was notified that two insurance carriers who comprise 35% of the first and 80% of the second excess layers of the Group's global product liability programme had declined coverage for macrot textured claims. Management intends to take all steps available to it in order to enforce this coverage. Nevertheless, in view of the uncertainty, management cannot assert that it is probable that coverage will be restored and consequently has recorded an exceptional charge of £80m representing the amount currently outstanding from these insurers and an estimate of the cost associated with claims likely to arise in the future assuming that insurance cover is unavailable from these and subsequent excess layer insurers.

The charge has been calculated based on: (1) the amount outstanding at 31 December 2004 from the insurers who have denied coverage; (2) an estimate of the average cost in respect of revisions where settlements were unresolved at that date; and (3) an estimate of the number of settlements of future revisions based on the current trend and decaying to zero after five years and an estimation of the average future cost per settlement.

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The Group's assessment of the impact of these revisions and related matters constitute forward-looking statements that are subject to uncertainties, including uncertainties relating to the outcome of settlements as compared to the assumptions made in estimating claim amounts. Smith & Nephew cannot provide assurance that these estimates will prove correct. Depending on the number and average cost of future settlements, costs may be greater or less than the amount provided (see "Risk Factors").

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THE BUSINESS AND THE COMMUNITY

CORPORATE SOCIAL RESPONSIBILITY

Smith & Nephew's aim is to help people regain their lives by repairing and healing the human body. The Group contributes to the treatment and the recovery of patients within its areas of expertise and helps clinicians treat more patients by simplifying procedures and providing cost-effective solutions to healthcare systems. Smith & Nephew has a relatively minor impact on the environment but is committed to making continuous improvements to the management of its environmental, social and economic impacts so as to help develop a sustainable business.

Smith & Nephew is dedicated to helping improve people's lives. The Group prides itself on the strength of its relationship with its clinicians and other healthcare professional customers with whom it has a reputation for product innovation and high standards of customer service. Healthcare economic considerations are integrated into the product development process to ensure that the benefits from the Group's new products and line extensions not only improve patient outcomes, provide better treatment and procedures for both clinician and patient but also contribute to more cost-effective solutions for healthcare services.

The Group has published a Sustainability Report since 2001, recording its progress in corporate social responsibility. Every year the scope of the report widens and new measurements are published to help the Group monitor its progress and demonstrate to its stakeholders that sustainable development is taken seriously and is considered an integral part of the way the Group does business. The fifth Sustainability Report will be published on the Group's website at the beginning of May 2005 at www.smith-nephew.com.

Smith & Nephew's progress has been consistently recognised by two of the leading independent organisations that assess sustainable development activities. In 2004, the Group was again included in the Dow Jones Sustainability Index (DJSI) with improved scores, and their report named Smith & Nephew as a leader in its sector. This is the most widely recognised arbiter of good practice and is truly international in scope. The DJSI has again included the Group in both the World Index and the European Index. In the UK, Smith & Nephew continues to be included in the list of FTSE4Good companies.

Business Integrity

Smith & Nephew aims to be honest and fair in all aspects of its business and expects the same from all those with whom it does business. In 2005 it further developed its code covering the standards expected of its suppliers and the means it uses to ensure that these standards are met. Smith & Nephew did not give or receive improper financial inducements, either directly or indirectly, for business or financial gain. The Group works to the high industry standards set by Eucomed in Europe and Advamed in the US. Accounting records and supporting documents are designed to describe accurately and reflect the nature of underlying transactions and conform to IFRS and US GAAP.

The Group's code of business principles governs the way it operates so that it respects the rights of all its stakeholders and seeks to build open, honest and constructive relationships. It takes account of ethical, social, environmental, legal and financial considerations in planning and business decisions. The code is published as part of Smith & Nephew's Sustainability Report and can be found on its website.

Innovation

Smith & Nephew is dedicated to developing innovative, cost-effective products and techniques that deliver significant advantages to clinicians and patients. The Group combines scientific and technical leadership with an understanding of the needs of clinicians and a familiarity with the emerging treatments and procedures being explored by them. This enables Smith & Nephew to produce new products with distinct advantages in clinical performance and cost-effectiveness.

The Group's research and development strategy is based both on assessment of market needs and a longer range view of future requirements and opportunities. Radical new treatment and surgical techniques are developed together with technologies and fundamental scientific work that could deliver new products for up to 15 years from now.

It has long been the Group's practice to develop platform technologies that enable the building of a product range following the initial technology introduction. This provides an efficient and cost-effective means for product development and the ability to deliver a stream of incremental benefits to the healthcare community.

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The Group's research strategy has involved gaining a biological understanding of problems and applying materials and design expertise to provide solutions. Whilst this approach has been extremely successful and will remain a primary route for product development, increasingly the Group is seeking solutions based on active repair where physical or biological stimuli can enhance or accelerate the restoration of the normal function of damaged tissue.

The Group maintains links with pioneering research being conducted in academic and external research organisations around the world to ensure it continues to be at the forefront of innovation for the benefit of all its stakeholders.

Environment, Health and Safety Management

The Group effected a policy and organisation change at the beginning of 2004, combining environment management with Health and Safety (EHS) to bring improvements through a more integrated and comprehensive approach. This policy can be found on the Group's website. Smith & Nephew is committed to the protection of the environment by using renewable resources wherever possible and developing manufacturing processes and products that minimise adverse effects on the environment. The Group's businesses take effective action to control risks and minimise environmental impacts through systems and procedures based on a thorough understanding of the risks and appropriate training and support. Good EHS standards and practice ensure that the environment and Smith & Nephew employees, together with others affected by the Group's business and its products, are protected from harm. It is considered that good EHS practice contributes to business performance by protecting and developing human and physical resources and by reducing costs.

The Group has environmental management systems to identify, monitor and control potential risks and adverse impacts and to generate continuous improvements and cost savings. Manufacturing processes are relatively low in environmental impact. Emphasis is placed on the close control of energy, water consumption and waste, the latter being the main area of impact at manufacturing sites. Waste prevention and minimisation programmes are in operation and sustainable development aspects of the Group's products are assessed during the research and development process. Smith & Nephew's key environmental measurements over the last four years are as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>
Emissions to air VOCs (tonnes)	1	10	20	18
Emissions to air carbon dioxide (tonnes)	48,954	50,160	47,888	n/a
Waste (tonnes)	3,596	4,054	3,774	3,024
Hazardous waste (tonnes)	234	275	270	184
Waste recycled (tonnes)	767	646	750	813
Total energy (GwH)	132	145	137	132
Electricity (GwH)	86	89	76	71
Water usage (1,000 cu. Metres)	427	457	433	389
Discharges/effluent (1,000 cu. Metres)	384	399	386	342

Totals are for the Group as a whole for the year and will therefore include divested businesses e.g. the rehabilitation business which was sold in March 2002.

Waste, energy and water consumption has been increasing since 2001 due to significantly increased manufacturing capacity across the Group. There has been an emphasis on reversing this trend in 2004 generally producing good results. Smith & Nephew has relatively low energy consumption as the above figures show. The Group is monitoring its energy consumption by reference to carbon dioxide emission guidelines set out by the Department of Environment in the UK. The 2004 hazardous waste figure excludes a spillage of chrome plating materials which occurred at the orthopaedics manufacturing site in Memphis. Working closely with the state authorities, prompt action was taken resulting in a total of 920 tonnes of affected soil being removed from the site to eliminate any possible contamination.

A full analysis of these measurements are included in the Sustainability Report on the Group's website.

Smith & Nephew monitors key health and safety performance measurements. A set of graphs together with analysis of these movements are included in the latest Sustainability Report.

Social responsibility

The Smith & Nephew Code of Business Principles governs the way the Group operates with regard to all its stakeholders. This clearly spells out the behaviours and conduct each of its stakeholders should expect from the Group in all its dealings with them. For Smith & Nephew employees the Code of Business Principles provides a

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framework to guide their actions and embodies the practical implementation of the Group's values in their daily lives. There are additional policies that cover in more detail those relating to a particular stakeholder group. All these can be found in the Sustainability Report on the Group's website.

Employees

Smith & Nephew operates a policy of non-discrimination and seeks to provide an open, challenging, productive and participative environment based on constructive relationships. Smith & Nephew welcomes disabled people and makes every effort to retain any employee who becomes disabled. The Group endeavours to maintain good communication with employees through regular and timely dissemination of Group information and consultation. One method it uses to do this is an employee global opinion survey every two years. 2004 was the third survey carried out, the results of which have been the catalyst for a number of improvements.

The results of the 2004 Global Opinion Survey indicate the continued high level of employee engagement with the values and direction of the Group demonstrated in the 2002 and 2000 surveys. Continuing high scores of positive responses reached levels ranging from 67% to 87%. The process of analysing the data and identifying actions required is a continuous process across the business. Activities are monitored by the GEC to ensure that improvements are implemented.

The Group has started to measure a number of factors which relate to employee engagement including the proportion of appointments filled by internal candidates and labour turnover. The initial measurements recorded can be seen below. These measurements are being collected quarterly and will build to a useful monitoring tool and alert mechanism for action, as well as enable the Group to measure annual trends as an indication of improved performance.

Internal Appointments

In 2004 an average of 30% of vacancies in the Group's top eight countries were filled by internal applicants with over 21% of the entire Group's vacancies filled by internal applicants. The Group has a policy of open advertising and providing opportunities for existing employees wherever possible, while recognising the benefits of the new ideas and approaches that external recruitment brings.

Labour Turnover

In 2004 the Group measured both general voluntary labour turnover and turnover relating specifically to employees who have been with the business less than two years. The latter measure is an indication of how well the Group recruits and then retains its employees so that they can make a contribution to the business. The average voluntary labour turnover for the year was 2.5% with a range of 1.0% - 3.5%. The average turnover of employees joining the Group within a rolling two year period was 5.8% with a range of 1.4% - 11.0%. The higher number of employees leaving within two years of joining has prompted the Group to review its recruitment and integration processes and introduce a number of improvements in this area.

Training and Development Investment

The Group is committed to providing the training, information and authority needed by all employees to make the maximum contribution possible. The Group is developing systems to collect measurements related to training and the investment made in the development of its people to achieve improved performance. Learning and development programmes are in place to ensure that the Group attracts, retains, and develops to their full potential the best talent at all levels where possible. These are linked, wherever possible, to formal performance appraisal and development planning processes. It aims to fill vacancies by internal promotion, as the internal appointments data above suggests, but looks to

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strike a balance between internal appointments and external appointments. The Group endeavours to recruit, employ and promote employees on the basis of qualifications, behaviours and the abilities needed for the work to be performed. Discrimination is not tolerated on any grounds and the Group provides equal opportunity based on merit.

Leadership

The Group aims to develop its current and future leaders and harness their talent to improve the performance of the business. A set of group-wide leadership capabilities have been developed by the GEC and management development is a standing item on their meeting agenda. Performance evaluation, coaching and attendance at high quality leadership programmes are utilised for development purposes.

Workplace

Smith & Nephew aims to provide healthy and safe working conditions for all its employees. This is achieved by ensuring that health and safety and the working environment are managed as an integral part of the business and employee involvement is recognised as a key part of this process.

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The Group does not use any form of forced, compulsory or child labour. The Universal Declaration of Human Rights of the United Nations is supported and the Group respects human rights, the dignity and privacy of the individual and the right of employees to freedom of association, freedom of expression and the right to be heard.

Two-way Communication

Smith & Nephew conducted its third bi-annual global opinion survey amongst all its employees during 2004. Improved scores have been seen as a result of actions taken in response to previous surveys and many focused initiatives around the businesses are working to address areas of improvement which have been identified as priorities. These surveys are an important measure of how the Group meets its values in practice and achieves continuous improvement.

The communications functions at Group Head Office, the Group Research facility and at the business units work closely with human resources management at each site on all forms of internal communication. The corporate intranet is linked to all the business intranets to form a network that promotes transparency and knowledge, not only within each business but across the whole of the business. They allow easy two-way communication worldwide and increase employees awareness of financial, economic and market factors affecting the Group's performance.

Society and Community

The Group works with national and local governments and other organisations to meet its legal and civic obligations, manage its impact on the environment and contribute to the development of laws and regulations that affect its business interests. Smith & Nephew strives to be a good corporate citizen by being an active member of its local communities and by encouraging and supporting employees who undertake community work.

The Group's principles for charitable giving are based on the criteria of being relevant to its three areas of expertise – orthopaedics, endoscopy and advanced wound management, with the focus being on medical education. Individual company sites also support their local communities in ways which will best meet their needs.

As a result the Group supports a range of charitable causes, mainly at local level, by donations of money, gifts in kind and employee time. The Group recognises a strong obligation to contribute to the communities in which it operates. The Group's main manufacturing sites work closely with their local communities on many initiatives which can be medical device related, but more often focus on meeting the needs of these communities. Smith & Nephew also targets activities where it can contribute its expertise and where its product range is relevant.

For example, project Apollo is the charitable and humanitarian service programme of Smith & Nephew orthopaedics designed to support the charitable work of surgeons, hospitals and charitable organisations by providing: medical products; healthcare information; medical and technical consulting; person-to-person support through employee volunteers; grant programmes covering transportation costs of medical personnel involved in relief efforts; award programmes recognising charitable and humanitarian activities; and medical textbooks for students in developing areas.

The Group realises that technologies and products designed to support the process of healing for physicians and their patients around the world appear at a fast pace and that these advancements do not reach everyone. Project Apollo seeks to link up with physicians and non-profit groups engaged in medical philanthropy to receive donations of Smith & Nephew products, as well as sponsorship and personal assistance from the Group's employees. Teamed with these individuals and organisations, Smith & Nephew believes it has found a way of increasing the impact of

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the charitable giving and work it undertakes.

The Smith & Nephew Foundation is an independently administered charitable trust funded entirely by Smith & Nephew advanced wound management. It offers awards to individuals in the nursing professions who wish to undertake postgraduate research with the objective of improving clinical practice in nursing and midwifery in the UK in order to enable them to further their professional training and education, thereby improving their clinical practice, medical knowledge and patient outcomes. The Foundation is unique in being the largest single charitable awarding body to the nursing professions in the UK.

Other examples of the programmes supported around its manufacturing sites can be found in the Performance section of the Sustainability Report on the Group's website.

In 2004, direct donations to charitable and community activities totalled £787,000 of which £300,000 went to the Smith & Nephew Foundation to fund research by individual nurses. Smith & Nephew made no political contributions in 2004.

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Customers

The Group is committed to developing and delivering innovative, cost-effective solutions to provide benefits to healthcare professionals and their patients through improved treatment, ease and speed of product use and reduced healthcare costs. To underpin this commitment, it will maintain significant investment in research and development and continue to provide education and training support for healthcare professionals.

The Group's products are designed to be safe and reliable for their intended use and comply with or exceed all legal and regulatory requirements, including those concerning packaging, labelling and user instructions. The aim is to anticipate future standards and requirements so that the health and safety of its customers and patients is enhanced.

Business Partners

Smith & Nephew is committed to establishing mutually beneficial relationships with its suppliers, customers and business partners. The Group will only work with partners who it believes adhere to business principles and health, safety, social and environmental standards consistent with its own. The Group continues to look at ways to improve its monitoring of the standards of its suppliers, not only with regard to the quality of materials which could impact the product range but also in their corporate social responsibility related activities so it can encourage progress in this area in a similar manner as it seeks to make continuous improvements year by year.

Economic Contribution

The Group business policies aim to achieve long-term growth and profits which in turn bring continued economic benefits to shareholders, employees, suppliers and local communities. Smith & Nephew's sustainable development depends ultimately on its ability to provide a satisfactory economic return. In 2004, the Group generated an improved operating return on capital employed (ratio of operating profit before goodwill amortisation and exceptional items, as set out in the Five Year Record, to the average of opening and closing capital employed plus net debt) of 34%.

Smith & Nephew continues to invest in research and development focused on delivering better outcomes for patients and improvements in application and use for medical practitioners. The Group also aims to deliver cost savings to healthcare systems through such benefits as reduced dressing changes and shorter surgical operating times. Through the use of its products the Group seeks to reduce patients' time in hospital and return them to health faster, improving their lives and potentially bringing broader social and economic benefits.

The Group has built considerable expertise in the area of measuring healthcare economics within its advanced wound management business and is now in the process of introducing a similar system across its other businesses. A description of the principles of healthcare economics and how they relate to Smith & Nephew products can be found in the Sustainability Report on the Group's website and expanded sections for both its orthopaedics and endoscopy businesses will be published during 2005. The integration of healthcare economic considerations within the products and services the Group offers is evidenced in the product examples summarised in the Product and Service Innovation section of the Sustainability Report on the Group's website.

Looking Ahead

The Group is fulfilling an important role in its three areas of expertise, orthopaedics, endoscopy and advanced wound management. Increased demands are being made on healthcare systems that many are finding difficult to meet. The expanding elderly population has yet to be affected by the influx of the baby boomer generation that followed the Second World War. Obesity is bringing forward the need for replacement hips and knees and increasing levels of diabetes. With its risk of foot ulcers, diabetes is increasing the incidence of one of the most difficult wounds to

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heal. More active lifestyles are putting greater strain on joints and increasing age makes the body more prone to injury and less able to recover quickly.

Smith & Nephew's strategy is to build upon its technology leadership positions, expand its markets into areas which may not have been treated before and offer the very best in products and services to the medical profession in order to be the preferred choice for patients. The Group believes that it can achieve this by setting and meeting ambitious performance targets, by constant innovation in products and services and by earning the trust of everyone it deals with. In all its business activities the drive towards sustainability is an ongoing and long-term process and Smith & Nephew is committed to maintaining a consistent effort and to improve on its output. The Group's aim is to maximise these benefits through the application of innovation to produce more cost effective solutions to improve treatments and reduce healthcare costs thus contributing to sustainable and constantly improving healthcare systems.

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Website Addresses

The following provides a list of addresses for specific pages on the Smith & Nephew website to view policies and actions referred to in the text of Corporate Social Responsibility .

Code of Business Principles: www.smith-nephew.com/sustainability2004/rep-4.html

Community support examples: www.smith-nephew.com/sustainability2004/performance/rep-15.html

Energy, waste, emissions & discharges analysis: www.smith-nephew.com/sustainability2004/performance/rep-4.html

Health & Safety measurements & analysis: www.smith-nephew.com/sustainability2004/performance/rep-5.html

Social responsibility policies: www.smith-nephew.com/sustainability2004/rep-12.html

Community support activities: www.smith-nephew.com/sustainability2004/performance/rep-15.html

Healthcare economics: www.smith-nephew.com/sustainability2004/performance/rep-26.html

Product and service innovation examples: www.smith-nephew.com/sustainability/2004/performance/rep-31.html

EMPLOYEES

Smith & Nephew had an average of 7,866 full-time equivalent employees in 2004, of whom 1,679 were located in the UK, 3,437 were located in the US and 2,750 were located in other countries. The Group does not employ a significant number of temporary employees.

The average number of employees for the past three years by business segment:

	2004	2003	2002
	_____	_____	_____
		(numbers)	
Orthopaedics	3,123	2,727	2,649
Endoscopy	1,644	1,635	1,677
Advanced wound management	3,099	3,089	2,951
	_____	_____	_____
Continuing operations	7,866	7,451	7,277
Discontinued operations			229
	_____	_____	_____
	7,866	7,451	7,506
	_____	_____	_____

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Smith & Nephew conducts a Group-wide employee opinion survey every two years to track and monitor employee attitudes at all locations worldwide. A particular purpose of the survey is to test for any shortfall between published values and Group behaviours. The Group Executive Committee then takes responsibility for ensuring that improvement areas are identified and that appropriate initiatives are put in place. In the 2004 survey the overall response rate was 89% with 92% of respondents saying they were proud to work for Smith & Nephew. Where the Group has collective bargaining arrangements in place with labour unions, these reflect local market circumstances and operate effectively.

Smith & Nephew operates share option plans that are available to the majority of employees (for further information see Note 24 of the Notes to the Group Accounts).

Further information about Smith & Nephew employees, management principles and [Vision and Values](#) is set out in the Sustainability Report on the Smith & Nephew corporate website.

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RISK FACTORS

There are risks and uncertainties related to Smith & Nephew's business. The factors listed below are those that Smith & Nephew believes could cause the Group's actual financial condition or results of operations to differ materially from expected and historical results. Factors other than those listed here, that Smith & Nephew cannot presently identify, could also adversely affect Smith & Nephew's business. The factors listed below should be considered in connection with any forward-looking statements in this report and the cautionary statements contained in Financial Summary – Special Note Regarding Forward-Looking Statements .

Trends in Healthcare Expenditure

In most markets throughout the world, expenditure on medical devices is ultimately controlled to a large extent by governments. Funds may be made available or withdrawn from healthcare budgets depending on government policy. The Group is therefore largely dependent on future governments providing increased funds commensurate with the increased demand arising from demographic trends.

Pricing of the Group's products is governed in most major markets largely by governmental reimbursement authorities. This control may be exercised by determining prices for an individual product or for an entire procedure. The Group is exposed to changes in reimbursement policy and pricing which may have an adverse impact on sales and operating profit. The Group must adhere to the rules laid down by funding agencies including the US Medicare and Medicaid fraud and abuse rules. Failure to do so could result in fines or loss of future funding.

In addition, competition exists among healthcare providers to gain patients on the basis of quality, service and price. There has been some consolidation in the Group's customer base, as well as among the Group's competitors, and these trends are expected to continue long term. Increased competition and unanticipated actions by competitors or customers could lead to downward pressure on prices and/or a decline in market share in any of the Group's business areas which would adversely affect Smith & Nephew's results of operations and hinder its growth potential.

Currency Fluctuations

The Group reports its results in Sterling. However only 10% of group turnover arises in the UK compared with 49% in the US, 23% in Continental Europe and 18% in Africa, Asia, Australia, Canada and Latin America. Fluctuations in the exchange rates used to translate the financial statements of operations outside the UK into Sterling may have a material effect on the Group. If the Sterling exchange rate should strengthen against the US Dollar and/or Euro then group turnover and operating profit would be lower on translation into Sterling.

The Group's manufacturing cost base is situated in the US and the UK from where finished products are exported to the Group's selling operations worldwide. Thus the Group is exposed to fluctuations in exchange rates between the US Dollar and Sterling and the currencies of the Group's selling operations, particularly the Euro and the Japanese Yen. If the US Dollar and/or Sterling should strengthen against the Euro and the Japanese Yen then group operating margin would be adversely affected.

Product Liability Claims and Loss of Reputation

The development, manufacture and sale of medical devices and products entail risk of product liability claims or recalls. Design defects and manufacturing defects with respect to products sold by the Group or by companies it has acquired could result in damage to or impairing the

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repair of body functions. Smith & Nephew may become subject to liability, which could be substantial, because of actual or alleged malfunction of its products. In addition, product malfunction could also lead to the need to recall from the market existing products, which may be costly and harmful to the Group's reputation which is crucially dependent on product safety and efficacy.

Product liability is a risk in the medical devices industry, particularly in the US, the Group's largest geographic market where claims for pain and suffering and loss of earnings may involve substantial amounts. There is a risk that patients bring product liability or related claims that could have a material adverse effect on the Group's financial position. The potential exists for claimants to join together in a class action which could have the effect of increasing the total potential liability.

In August 2003, the Group withdrew voluntarily the macrotextured versions of its OXINIUM femoral knee components from all markets due to a higher than expected revision rate. At that time, 2,971 knee components had been implanted in patients worldwide, with about 2,471 components implanted in the US, 450 in Australia

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and 50 in Europe. As of 28 February 2005 approximately 26% of implants (782 out of 2,971 cases) required revision surgery as a result of some patients not achieving adequate fixation.

As of 28 February 2005, the Group had entered into settlement agreements in respect of 537 revision surgeries. The total amount paid out in settlements, legal costs and associated expenses was £50m. Of this amount, £32m has been or will be recovered from the insurer. A balance of £18m remains to be recovered.

On 17 December 2004, the Group received notification that two insurance carriers participating in the first and second excess layers of the Group's global product liability programme had declined coverage. While the Group intends to pursue all available options to obtain this coverage, it cannot be certain that coverage will be restored. Consequently, the Group has recorded an exceptional charge of £80m, representing the amount currently outstanding from these insurers and an estimate of the costs associated with claims likely to arise in the future assuming that insurance coverage remains unavailable. The current quarterly run rate of revision is 20 a month which is consistent with the assumptions used in calculating the provision.

Depending on the number and average cost of settlement, costs to the Group may be greater or less than the amount of this provision. In the hypothetical scenario that all implants eventually need to be revised prematurely and that insurance cover continues to be unavailable, the cost to the Group of the declined insurance cover is estimated to be £190m (an additional £110m over the amount provided) assuming the average cost per settlement remains approximately the same and there is a standard rate of mortality. These estimates are forward-looking statements that are subject to uncertainties, including uncertainties relating to the outcome of settlements as compared to the assumptions made in estimating claim amounts. See [Legal Proceedings](#).

The Group maintains product liability insurance, but this insurance is subject to limits and deductibles. There is a risk that this insurance could become unavailable at a reasonable cost or at all, or will be inadequate to cover specific product liability claims. Insurance premiums are relatively high, particularly for coverage in the US, and there is a risk at the medical devices industry level that insurance coverage could become increasingly costly. If Smith & Nephew or any companies it acquires do not have adequate insurance, product liability claims and costs associated with product recalls, could significantly limit Smith & Nephew's available cash flow and negatively impact product sales from any associated loss of business.

Highly Competitive Markets

The Group's principal business units compete across a diverse range of geographic and product markets. The markets in which each of the three business units operates each contain a number of different competitors, including specialised and international corporations. Significant product innovations, technical advances or the intensification of price competition by competitors could adversely affect the Group's operating results. Some of the Group's competitors focus on certain specialised products, while others are large, multinational corporations. Some of these competitors may have greater financial, marketing and other resources than Smith & Nephew. These competitors may be able to deliver products on more attractive terms, more aggressively market their products or invest larger amounts of capital and research and development into their businesses. A competitive risk in the endoscopy market is the reprocessing and re-use of single use disposable devices such as arthroscopic resection blades.

There is a risk of further consolidation particularly in the orthopaedic industry which could adversely affect the Group's ability to compete with much larger companies due to insufficient financial resources. If any of the Group's businesses were to lose market share or achieve lower than expected sales growth there could be a disproportionate adverse impact on the Group's share price and its strategic options.

Failure to Make Successful Acquisitions

A key element of the Group's strategy for continued growth is to make acquisitions or alliances to complement its existing businesses. Failure to identify appropriate acquisition targets or failure to integrate them successfully would have an adverse impact on the Group's competitive position and profitability.

Attracting and Retaining Key Personnel

The Group's continued development depends on its ability to hire and retain highly skilled personnel with particular expertise. This is critical, particularly in research and new product development and in the orthopaedics and endoscopy sales forces of which the largest are in the US. If Smith & Nephew is unable to retain key personnel in research and new product development or if its largest sales forces suffer disruption or upheaval, its sales and operating profit would be adversely affected.

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Regulatory Approvals and Controls

The medical device industry is highly regulated. Regulatory requirements are a major factor in determining whether substances and materials can be developed into marketable products and the amount of time and expense that should be allotted to such development. At any time the Group is awaiting a number of regulatory approvals, which if not received, could adversely affect results of operations. Regulatory approval of new products and new materials is required in each country in which the Group operates although a single approval may be obtained for all countries within the European Union. Regulatory approval of new products may entail a lengthy process particularly if materials are employed which have not previously been used in similar products. Regulatory approvals in the US, Continental Europe, Japan and the UK are the most critical to the Group's success in launching new products.

The Group is required to comply with a wide range of regulatory controls over the manufacturing, testing, distribution and marketing of its products, particularly in the US, UK, Japan and Continental Europe. Such controls have become increasingly demanding and management believes that this trend will continue. Failure to comply with such controls could have a number of adverse consequences, including withdrawal of approval to sell a product in a country or temporary closure of a manufacturing facility.

Patent Infringement Claims

Due to the technological nature of medical devices, the Group is subject to the potential for patent infringement claims. Smith & Nephew attempts to protect its intellectual property and regularly opposes third party patents and trademarks in those areas that might conflict with the Group's business interests. If Smith & Nephew fails to successfully enforce its intellectual property rights, its competitive position could suffer, which could harm its operating results.

Claims asserted by third parties regarding infringement of their intellectual property rights, if successful, could require the Group to expend significant resources to pay damages, develop non-infringing products or to obtain licences to the products which are the subject of such litigation. The Group is currently involved in a patent infringement suit whereby pursuant to a court-ordered injunction, the Group is prohibited from selling certain bi-polar radio frequency products. Failure to obtain a favourable outcome in the litigation could have an adverse impact on the Group's competitive position and profitability. See [Legal Proceedings](#) .

Continual Development and Introduction of New Products

The Group operates in the medical devices industry, which has a rapid introduction rate of new products. In order to remain competitive, each of the Group's business units must continue to develop innovative products that satisfy customer needs and preferences or provide cost or other advantages. Developing new products is a costly, lengthy and uncertain process. A potential product may not be brought to market for any number of reasons, including failure to work optimally, failure to receive regulatory approval, failure to be cost-competitive, infringement of patents or other intellectual property rights and changes in consumer demand. Furthermore, new products that are developed and marketed by the Group's competitors may affect price levels in the various markets in which the Group's business units operate. If new products do not remain competitive with competitors' products, the Group's sales revenue could decline.

There is a risk that a major disruptive technology could be introduced into one of the Group's markets and adversely affect its ability to achieve business plans and targets.

Manufacturing and Supply

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The Group's manufacturing production is concentrated at seven main facilities in Memphis, Tennessee; Andover and Mansfield, Massachusetts; Oklahoma City, Oklahoma; La Jolla, California; and Largo, Florida in the US and Hull in the UK. If major physical disruption took place at any of these sites, it would adversely affect the results of operations. Physical loss and consequential loss insurance is carried to cover such risks but is subject to limits and deductibles and may not be sufficient to cover catastrophic loss.

Each of the three business units is reliant on certain key suppliers of raw materials, components, finished products and packaging materials. If any of these suppliers is unable to meet the Group's needs or substantially increases its prices, Smith & Nephew would need to seek alternative suppliers. There can be no assurance that alternative suppliers would provide the necessary raw materials on favourable or cost-effective terms. Consequently, the Group may be forced to pay higher prices to obtain raw materials, which it may not be able to pass on to its customers in the form of increased prices for its finished products. In addition, some of the raw materials used may become unavailable, and there can be no assurance that the Group will be able to obtain

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suitable and cost-effective substitutes. Any interruption of supply or price increases caused by these or other factors could negatively impact Smith & Nephew's turnover and operating profit.

Medical Device Company Valuations

As a growth industry, the medical device companies currently have higher stock market valuations than other industrial companies. If market conditions change, or other companies in its sector fail to perform, or the Group is perceived to be performing less well than the sector, then the share price rating of the Group may be adversely affected.

Political and Economic Uncertainties

Because the Group has operations in 32 countries, political and economic upheaval in those countries or in the regions surrounding those countries may impact the Group's results of operation. Political changes in a country could prevent the Group from receiving remittances of profit from a member of the Group located in that country or from selling its investments in that country. Furthermore, legislative measures in a country could result in changes in tariffs, import quotas or taxation that could adversely affect the Group's turnover and operating profit. Terrorist activities and ongoing global political uncertainties, including conflict in the Middle East, could adversely impact the Group.

Other Risk Factors

The Board considers that Smith & Nephew is subject to a number of other risks which are common to most global medical technology groups and which are reviewed as part of its risk management process.

In the financial area these include interest rate volatility, share price volatility, challenges by taxation authorities, failures in reporting and internal financial controls and uninsured losses.

Adverse events in the areas of corporate social responsibility could also adversely impact Group operating results.

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OPERATING AND FINANCIAL REVIEW,
LIQUIDITY AND PROSPECTS

The Operating and Financial Review, Liquidity and Prospects discusses the operating and financial performance of the Group, including the financial outlook and the financial resources of the Group, under the following headings:

<u>Business overview</u>	28
<u>2004 Year</u>	32
<u>2003 Year</u>	36
<u>Outlook and trend information</u>	41
<u>Financial position, liquidity and capital resources</u>	42
<u>Exchange and interest rate risk and financial instruments</u>	44
<u>Contractual obligations</u>	45
<u>Off-balance sheet arrangements</u>	45
<u>Related party transactions</u>	45
<u>International Financial Reporting Standards</u>	46
<u>US GAAP</u>	47

The results for each year are compared primarily with the results for the preceding year.

Table of Contents**BUSINESS OVERVIEW**

Smith & Nephew's operations are organised into three core business units that operate globally: orthopaedics, endoscopy and advanced wound management. These three businesses comprise the Group's Continuing Operations. Smith & Nephew believes that its businesses have the opportunities for strong growth due to its markets benefiting from an ageing population, an increase in active lifestyles and trends toward less invasive medical procedures.

Sales by business segment as a percentage of sales of Continuing Operations were as follows:

	2004	2003	2002
	—	—	—
		(%)	
Orthopaedics	47	45	43
Endoscopy	24	25	27
Advanced wound management	29	30	30
	—	—	—
Continuing Operations	100	100	100
	—	—	—

Sales by geographic region as a percentage of sales of Continuing Operations were as follows:

	2004	2003	2002
	—	—	—
		(%)	
Europe (Continental Europe and United Kingdom)	33	31	30
United States	49	51	53
Africa, Asia and Australia and other America	18	18	17
	—	—	—
Continuing Operations	100	100	100
	—	—	—

As a result of its global sales reach, Smith & Nephew's group turnover is primarily denominated in currencies other than its reporting currency, principally US Dollars and Euros. Sales in Sterling accounted for only 10% of group turnover in 2004 (2003 8%, 2002 8%). Consequently, fluctuations in the exchange rates between Sterling and the local currencies where the Group operates have a significant effect on group turnover.

Operating profit before goodwill amortisation and exceptional items by business segment as a percentage of operating profit before goodwill amortisation and exceptional items of Continuing Operations were as follows:

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	2004	2003	2002
	—	—	—
		(%)	
Orthopaedics	55	54	50
Endoscopy	25	27	27
Advanced wound management	20	19	23
	—	—	—
Continuing Operations	100	100	100
	—	—	—

Underlying Growth in Sales

Management's key indicator of sales performance is underlying growth in sales. This is calculated by excluding the effects of foreign currency translation movements and acquisitions (see Note 2b of the Notes to the Group Accounts). Management believes that sales growth on an underlying basis provides a consistent year-on-year measurement of performance without the distortions created by the translational effect of foreign currency movements and acquisitions which are separate from the Group's normal operations. Underlying sales growth is used by management in its internal financial reporting, budgeting and planning.

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Reported growth in sales by business segment reconciles to underlying growth in sales in 2004 as follows:

	Reported growth in sales	Foreign currency translation effect	Acquisitions effect	Underlying growth in sales
	(%)	(%)	(%)	(%)
Orthopaedics	12	9	(4)	17
Endoscopy	2	7		9
Advanced wound management		5		5
Continuing Operations	6	7	(1 1/2)	11 1/2

Reported growth in sales by business segment reconciles to underlying growth in sales in 2003 as follows:

	Reported growth in sales	Foreign currency translation effect	Acquisitions effect	Underlying growth in sales
	(%)	(%)	(%)	(%)
Orthopaedics	12	4		16
Endoscopy	3	3	(2)	4
Advanced wound management	10	(1)		9
Continuing Operations	9	2		11

Reported growth in sales by geographic market reconciles to underlying growth in sales in 2004 as follows:

	Reported growth in sales	Foreign currency translation effect	Acquisitions effect	Underlying growth in sales
	(%)	(%)	(%)	(%)
Europe (Continental Europe and United Kingdom)	11	1	(4)	8
United States	2	12		14
Africa, Asia and Australia and other America	8	4	(2)	10
Continuing Operations	6	7	(1 1/2)	11 1/2

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Reported growth in sales by geographic market reconciles to underlying growth in 2003 as follows:

	Reported growth in sales	Foreign currency translation effect	Acquisitions effect	Underlying growth in sales
	(%)	(%)	(%)	(%)
Europe (Continental Europe and United Kingdom)	16	(6)		10
United States	3	10	(2)	11
Africa, Asia and Australia and other America	15	(3)		12
Continuing Operations	9	2		11

Factors Affecting Smith & Nephew's Results of Operations

Sales Trends

Smith & Nephew's business units all participate in the global medical devices market and share a common focus on the repair of human tissue. Smith & Nephew operates predominantly in the well-developed healthcare markets of the US (49% of group turnover), Europe (33% of group turnover) and Japan and Australia (9% of group turnover).

These markets are characterised by an increase in the average age of the population caused by the immediate post-World War II baby boomer generation approaching retirement, increased longevity, more active lifestyles, obesity and increased affluence. Together these factors have created significant demand for more effective

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healthcare products which deliver improved outcomes through technology advances. Furthermore, pressure to resist increases in overall healthcare spending has led healthcare providers to demand products which minimise the length of hospital stays and surgeon and nursing resources.

A recent trend has been increasing consumer awareness of available healthcare treatments through the Internet and direct-to-customer advertising. This has led to increased consumer influence over product purchasing decisions.

In orthopaedics, improvements in technology have lengthened the effective life of reconstructive implants and have facilitated the implantation of knees and hips in relatively young patients thereby improving the quality of life for a new generation. The decision to create separate divisions for reconstructive, trauma and clinical therapy products was a strategic move intended to generate greater customer focus. With experienced managers responsible for sales, marketing and product development in each, management believes that divisionalisation has resulted in increased sales momentum for Smith & Nephew in trauma in the US.

The endoscopy business is benefiting from the continued trend worldwide towards less invasive surgery with particular focus on arthroscopic repair of the knee and shoulder using a broad range of technology. The Group also expects to benefit from the demand for less invasive approaches to spinal disc repair and arthroscopic hip repair.

The advanced wound management business is focused on the treatment of chronic wounds of the older population and other hard-to-heal wounds such as diabetic foot ulcers, burns and certain surgical wounds and is therefore also expected to benefit from demographic trends. The market for advanced wound treatments is relatively unpenetrated and it is estimated that the potential market is significantly larger than the current market. This increased penetration is expected to be driven by improved outcomes from new technology, health economic benefits, increasing nursing shortages, quality of life expectations and education of healthcare providers to convert from traditional to advanced treatments.

In order to take advantage of the expanding markets the Group must continually develop its existing and new technologies and bring new products to its customers. Expenditure on research and development in 2004 represented approximately 5% of Group turnover and products launched within the last three years represented 20% of Group turnover.

Sales Force

The Group's sales force, which includes independent commissioned sales agents, increased by 9% during 2004. The biggest increase was 22% in orthopaedics where the most significant increase was in the US. The size of the endoscopy sales force increased by 3% to 655. The advanced wound management sales force increased by 3% to 905. Further sales force increases are planned in 2005 particularly in US orthopaedics.

Currency Movements

Smith & Nephew's results of operations are significantly affected by exchange rate movements. A substantial proportion of its sales and operating expenses are earned and paid in currencies other than Sterling, the Group's reporting currency. Accordingly, the Group is subject to exposure arising from the translation of results of operations in foreign subsidiaries into Sterling for financial reporting purposes. The Group is also subject to exposures arising from sales made in a currency different from the related costs and expenses. The Group attempts to manage the impact of exchange rate movements on cost of sales by a policy of purchasing forward all its foreign currency commitments when firm purchase orders are placed. In addition, businesses are required to purchase forward a minimum of 50% of their forecast foreign currency requirements on

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a twelve-month rolling basis. The Group also incurs interest in currencies other than Sterling on its indebtedness denominated in currencies other than Sterling. To the extent that other currencies, particularly the US Dollar and Euro, decline in value against Sterling, Smith & Nephew's turnover, operating profit and effective cost of sales may be adversely affected, this would be offset by a reduction in the effective cost of servicing debt. See Financial Position, Liquidity and Capital Resources.

Other

Management is not aware of any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, directly or indirectly, the Group's operations or investments by shareholders.

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Critical Accounting Policies

The Group's significant accounting policies are set out in Note 1 of the Notes to the Group Accounts. Of those, the policies which require the most use of management's judgment are as follows:

Stocks

A feature of the orthopaedic business (whose finished goods stock makes up 64% of the Group total finished goods stock) is the high level of product stock required, some of which is located at customer premises and is available for customers immediate use. Complete sets of product, including large and small sizes, have to be made available in this way. These outer sizes are used less frequently than standard sizes and towards the end of the product lifecycle are inevitably in excess of requirements. Adjustments to carrying value are therefore required to be made to orthopaedic stock to anticipate this situation. These adjustments are calculated in accordance with a formula based on levels of stock compared with historical or forecast usage. This formula is applied on an individual product line basis and is first applied when a product group has been on the market for two years. This method of calculation is considered appropriate based on experience, but it does involve management judgements on effectiveness of stock deployment, length of product lives, phase-out of old products and efficiency of manufacturing planning systems.

Intangible Fixed Assets

In carrying out impairment reviews of goodwill and other intangible assets a number of significant assumptions have to be made when preparing cash flow projections. These include the future rate of market growth, the market demand for the products acquired, the future profitability of acquired businesses or products, levels of reimbursement and success in obtaining regulatory approvals. If actual results should differ or changes in expectations arise impairment charges may be required which would adversely impact operating results.

Post-Retirement Benefits

The cost of the Group's defined benefit pension plans are charged to operating profit, so as to spread the expense of providing future pensions to employees over their remaining working lives with the Group, in accordance with SSAP 24. In this way, actuarial variations are charged or credited to operating profit over periods of ten to thirteen years. The principal assumptions used in calculating pension costs are set out in Note 33 of the Notes to the Group Accounts with the most critical being the return on investments and increase in pensionable earnings for the UK and US plans. If actual results should differ from these assumptions the Group's financial position or results of operations could be adversely affected. The optional alternative accounting treatment, FRS 17, which requires immediate recognition of actuarial variations direct to reserves, has not been adopted because management believes that it has the effect of overstating plan deficits since a short-term rate of interest is applied to plan liabilities which are long-term in nature. If FRS 17 had been adopted a liability, net of related deferred tax, of £89.1m would have been recognised on the balance sheet compared with a net liability of £0.5m under SSAP 24.

Contingencies and Provisions

The recognition of provisions for legal disputes is subject to a significant degree of estimation. Provision is made for loss contingencies when it is deemed probable that an adverse outcome will occur and the amount of the loss can be reasonably estimated. In making its estimates management takes into account the advice of internal and external legal counsel. Provisions are reviewed regularly and amounts updated where necessary to reflect developments in the disputes. The ultimate liability may differ from the amount provided depending on the outcome of court proceedings and settlement negotiations or if investigations bring to light new facts.

The estimation of the liability for the costs of the macrotextured product withdrawal for which insurance coverage has been declined is dependent upon two main variables. These are the number of implant revisions that will ultimately be required and the average cost of

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settlements with patients. In the hypothetical scenario that all implants eventually need to be revised prematurely and that insurance cover continues to be unavailable, the cost to the Group of the declined insurance cover is estimated to be £190m (an additional £110m over the amount provided), assuming the average cost per settlement remains approximately the same and there is a standard rate of mortality. These estimates constitute forward-looking statements that are subject to uncertainties.

The group operates in multiple tax jurisdictions around the world. Group policy is to submit its tax returns to the relevant tax authorities as promptly as possible, but at any time the Group has unagreed years outstanding and is involved in disputes and tax audits. Significant issues may take several years to resolve. In estimating the

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probability and amount of any tax charge management takes into account the views of internal and external advisors and updates the amount of provision whenever necessary. The ultimate tax liability may differ from the amount provided depending on interpretations of tax law, settlement negotiations or changes in legislation.

2004 YEAR

The following discussion and analysis is based upon, and should be read in conjunction with, the Group Accounts of Smith & Nephew included elsewhere in this Annual Report. The Group's Accounts are prepared in accordance with UK GAAP, which differ in certain respects from US GAAP. Reconciliations reflecting the effect of the significant differences between UK GAAP and US GAAP are set forth in Note 39 of Notes to the Group Accounts.

New Accounting Policies in 2004

There are no new accounting policies in 2004 but the Group's policy for contingencies and provisions has been added to the disclosures. See International Financial Reporting Standards for information regarding changes to accounting policies in 2005.

Financial Highlights of 2004

Group turnover was £1,248.5m for the year ended 31 December 2004, representing 6% growth compared to 2003. Underlying growth in sales of continuing operations was 11 1/2%.

Profit on ordinary activities before taxation was £177.9m, compared with £230.1m in 2003. Profit before taxation, goodwill amortisation and exceptional items (calculated as set out in the Five Year Record), improved 15% to £278.4m.

Basic earnings per Ordinary Share were 13.39p, a 16% decrease compared to 15.92p for 2003. Adjusted basic earnings per Ordinary Share before goodwill amortisation and exceptional items (as set out in the Five Year Record) were 21.14p compared to 18.49p for 2003, representing a 14% increase.

Fiscal 2004 Compared with Fiscal 2003

The following table sets out certain profit and loss account data for the periods indicated:

	2004	2003
	(£ million)	
Group turnover (i)	1,248.5	1,178.9
Cost of sales	(334.8)	(345.1)

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Gross profit	913.7	833.8
Marketing, selling and distribution	(476.8)	(440.1)
Administration	(134.0)	(125.5)
Research and development	(66.4)	(66.8)
BSN agency and management fees	15.0	19.3
	<u> </u>	<u> </u>
Operating profit before goodwill amortisation and exceptional items (i)	251.5	220.7
Amortisation of goodwill	(20.5)	(18.5)
Exceptional items	(80.0)	(22.4)
	<u> </u>	<u> </u>
Group operating profit	151.0	179.8
Share of operating profit of joint venture: before exceptional items	23.8	22.7
Share of operating profit of joint venture: exceptional items		(2.7)
Share of operating profit of associated undertaking		4.8
Net profit on disposals		31.5
	<u> </u>	<u> </u>
Profit on ordinary activities before interest	174.8	236.1
Net interest receivable/(payable)	3.1	(6.0)
	<u> </u>	<u> </u>
Profit on ordinary activities before taxation	177.9	230.1
Taxation	(52.7)	(82.0)
	<u> </u>	<u> </u>
Attributable profit for the year	125.2	148.1
	<u> </u>	<u> </u>

(i) Group turnover and operating profit before goodwill amortisation and exceptional items are derived wholly from Continuing Operations.

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Group Turnover

For the year ended 31 December 2004, reported group sales increased by £69.6m (6%) to £1,248.5m from £1,178.9m. Reported sales benefited by 1 1/2% from the acquisition of MMT but adverse currency translation, particularly the weakness of the US Dollar relative to Sterling, reduced sales by 7%. Underlying sales growth was 11 1/2%.

A more detailed analysis is included within the Turnover sections of the individual business segments that follow on pages 34 and 35.

Cost of Sales

Cost of sales represents 26.8% of sales compared to 29.3% in 2003. This improvement of 2.5% points mainly arose from manufacturing cost and efficiency savings of 1.4% points and transactional currency benefits of 0.7% points from the relative decline in the value of the US Dollar which reduced the cost of purchasing finished goods in many countries, particularly in Europe and Australia. There was also a mix benefit of 0.4% points as the fastest growing business, orthopaedics, also has the lowest cost of sales.

Further margin analysis is included within the Operating Profit sections of the individual business segments that follow on pages 34 and 35.

Marketing, selling and distribution expenses

These costs represented 38.2% of sales, compared to 37.3% in 2003. This increase is due mainly to additions to sales forces, particularly in orthopaedics in the US.

Administration Expenses

Administration expenses were 7% higher than in 2003 and represented 10.7% of sales compared with 10.6% of sales in 2003. Administration expense items broadly grew in line with sales.

Research and Development

There was no material change in expenditure on research and development. Smith & Nephew continues to invest in innovative technologies and products to differentiate the Group from its competitors. In 2004, 20% of Smith & Nephew's sales were from products introduced in the last three years.

BSN Medical Agency and Management Fees

Agency and management fees were received in respect of services provided to BSN Medical for sales force resource, physical distribution and logistics and administration in certain countries. The calculation of the fees is designed to result in a neutral, cost-recovery position for Smith & Nephew and is for a transitional period only. In 2004 recoveries fell by £4.3m (22%) as a number of shared service agreements expired and BSN established its own independent operations.

Operating Profit before Goodwill Amortisation and Exceptional Items

Operating profit before goodwill amortisation and exceptional items from Continuing Operations was £251.5m, an increase of £30.8m compared to £220.7m in 2003, resulting from an increase in gross profits of £79.9m partly offset by higher expenses. Operating profit margins before goodwill amortisation and exceptional items from Continuing Operations improved from 18.7% to 20.1%.

Goodwill Amortisation

The amortisation charge on acquisition goodwill increased by £2.0m to £20.5m. An increase of £4.0m was due to the acquisition in March 2004 of MMT partly offset by a reduction of £2.0m due to the translational currency effect of the US Dollar.

Exceptional Items

Operating exceptional items of £80.0m represents provision of £13.4m for the amount due from excess layer insurers who have declined insurance coverage for claims relating to macrot textured knee revisions together with an estimate of £66.6m for the cost of settlements with patients likely to arise in the future and assuming that insurance cover remains unavailable.

Share of Operating Profit of the Joint Venture

The Group's share of operating profit before exceptional items increased by £1.1m from £22.7m in 2003 to £23.8m in 2004. Operating profit margins improved from 13.8% in 2003 to 14.3% in 2004 as a result of cost and efficiency savings and from the benefits of integrating the fracture casting and splinting business acquired from DePuy Inc. in March 2004.

Table of Contents***Net Interest Receivable/(Payable)***

Interest income increased by £2.9m from £11.0m in 2003 to £13.9m in 2004. Interest expense decreased by £5.4m from £14.8m in 2003 to £9.4m in 2004. The Group's share of the joint venture's and associated undertaking's net interest expense was £1.4m and nil respectively compared with £1.5m and £0.7m respectively in 2003. Interest payable on currency swaps amounting to £14.6m was set off against interest receivable on swaps. Overall interest moved favourably by £9.1m from a net interest payable position of £6.0m to a net interest receivable position of £3.1m, due to favourable movements in interest and foreign exchange rates.

Taxation

The taxation charge decreased by £29.3m to £52.7m in 2004. The taxation charge on profit before goodwill amortisation and exceptional items was £80.7m an increase of £10.5m on the 2003 charge due to higher profits. The effective rate of taxation on profit before goodwill amortisation and exceptional items was 29.0% the same as 2003. The taxation charge was reduced in 2004 by £28.0m as a consequence of the exceptional item and in 2003 increased by £11.8m as a result of the profit on disposal of the associated undertaking less exceptional costs.

Business Segment Analysis

Group sales by business segment and geographic region and operating profit by business segment are set out below:

	2004	2003
	(£ million)	
<i>Sales by business segment</i>		
Orthopaedics	588.7	525.4
Endoscopy	304.8	300.0
Advanced wound management	355.0	353.5
	<u>1,248.5</u>	<u>1,178.9</u>
Continuing Operations	<u>1,248.5</u>	<u>1,178.9</u>
<i>Operating profit by business segment</i>		
Orthopaedics	138.6	118.7
Endoscopy	61.8	59.5
Advanced wound management	51.1	42.5
	<u>251.5</u>	<u>220.7</u>
Continuing Operations before goodwill amortisation and exceptional items	<u>251.5</u>	<u>220.7</u>
<i>Sales by geographic region</i>		
Europe (Continental Europe and United Kingdom)	409.7	369.9
United States	608.5	595.6
Africa, Asia and Australia and other America	230.3	213.4
	<u>1,248.5</u>	<u>1,178.9</u>
Continuing Operations	<u>1,248.5</u>	<u>1,178.9</u>

Orthopaedics

Turnover

Orthopaedics sales were £588.7m in 2004, an increase of £63.3m or 12% compared to £525.4m for 2003. Underlying sales growth was 17%. Growth in sales in the US was 10% (22% underlying less 12% adverse currency translation). Outside the US, growth was 17% (10% underlying less 4% adverse currency translation and including 11% from the acquisition of MMT). Sales pricing in reconstruction and trauma increased by approximately 3% in the US.

In reconstruction, knee sales increased by 12% (21% underlying less 9% adverse currency translation). This comprised 12% in the US (24% underlying less 12% adverse currency translation), and 14% outside the US (16% underlying less 2% adverse currency translation). Hip sales increased globally by 21% (15% underlying less 10% adverse currency and including 16% from the acquisition of MMT), which included 2% growth in the US (14% underlying after 12% adverse currency translation), and 60% outside the US (17% underlying less 2% adverse currency translation plus 45% from the acquisition of MMT). This reflects continuing strong market conditions particularly in the US, the expansion of sales forces and the introduction of minimal incision surgery (MIS) procedures.

Trauma benefited from the substantial investment in creating a dedicated US sales force, achieving a sales increase of 5% in the US, ahead of the market (17% underlying less adverse currency translation of 12%). Sales

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growth outside the US was 1% (4% underlying growth less 3% adverse currency translation). These result in 3% global growth (11% underlying less 8% adverse currency translation). Clinical Therapy sales, which consist of the SUPARTZ joint fluid therapy and EXOGEN ultrasound bone healing products, also benefited from sales force investment, growing 32% (44% underlying less 12% adverse currency translation) compared with last year.

A number of new orthopaedic products are in the pipeline. Marketing approval in the US for the ceramic on ceramic hip was received in December. Surgical evaluations for a new locking plate trauma product were started during the year and it is expected to launch this product in the first half of 2005. US pre-market approval application for the BHR product has been accepted for consideration by the FDA.

Operating Profit

Operating profit from the orthopaedics business before goodwill amortisation and exceptional items increased by £19.9m (17%) from £118.7m in 2003 to £138.6m in 2004. The operating profit margin increased from 22.6% to 23.5% as a result of improvements to gross margin from volume related cost and efficiency savings and transactional currency benefits from the weaker US dollar partly offset by additional investment in selling and marketing expense which cost 1.4% points of margin.

Endoscopy

Turnover

Endoscopy sales in 2004 were £304.8m, an increase of £4.8m or 2% compared to £300.0m for 2003. The underlying growth of 9%, represents a recovery from a problematic 2003. Sales in the US declined 3% (9% underlying growth less 12% adverse currency translation), but grew 7% outside the US (10% underlying less 3% adverse currency translation).

The new progressive scan camera system and the Group's comprehensive integration capability for digital operating rooms increased visualisation sales by 12% (22% underlying less 10% adverse currency translation). Repair product sales grew by 9% (underlying 16% less 7% adverse currency translation), led by the comprehensive range of shoulder products. Radio frequency sales were affected by an injunction imposed on US sales in connection with an ongoing patent dispute with a competitor, and declined by 12% (negative 2% underlying growth and 10% adverse currency translation) (see Legal Proceedings). Blade sales declined 3% (3% underlying growth less 6% adverse currency translation) following a stabilisation of the re-use of blades by US hospitals.

Operating Profit

Operating profit from the endoscopy business before goodwill amortisation and exceptional items increased by £2.3m (4%) from £59.5m in 2003 to £61.8m in 2004. The operating profit margin increased from 19.8% to 20.3% as a result of improved gross margins mainly due to transactional currency benefits.

Advanced Wound Management

Turnover

Advanced wound management sales were £355.0m for 2004 largely unchanged from £353.5m in 2003. This is equivalent to 5% underlying growth less 5% adverse currency translation. Outside the US, sales grew 5% (8% underlying less 3% adverse currency translation). However, sales in the US declined 14% (negative 4% underlying growth and 10% adverse currency translation), where they were seriously affected by the need to switch to another enzyme debrider product. Loss of sales of the previous enzyme debrider negatively affected underlying global sales growth by 4%.

Globally, sales forces have refocused on the market opportunities for ALLEVYN hydrocellular dressings and ACTICOAT antimicrobial silver dressings. In the US, a targeted approach to DERMAGRAFT tissue engineered dermal replacement has been implemented. The benefits of this approach are evident in the sales of ALLEVYN, which grew 11% (15% underlying less 4% adverse currency translation), ACTICOAT, which grew by 38% (47% underlying less 9% adverse currency translation) and DERMAGRAFT, which grew by 16% (underlying 28% less 12% adverse currency translation).

Operating Profit

Operating profit from the advanced wound management business before goodwill amortisation and exceptional items increased by £8.6m (20%) from £42.5m in 2003 to £51.1m in 2004. The operating profit margin increased from 12.0% to 14.4% principally as a result of higher gross margins due to manufacturing efficiencies at the La Jolla facility and the elimination of adverse variances at the Largo facility together with expense control throughout the business.

Table of Contents**2003 YEAR****Financial Highlights of 2003**

Group turnover was £1,178.9m for the year ended 31 December 2003, representing 6% growth compared to 2002. Underlying growth in sales of continuing operations was 11%.

Profit on ordinary activities before taxation was £230.1m, compared with £177.9m in 2002. Profit before taxation goodwill amortisation and exceptional items (calculated as set out in the Five Year Record), improved 15% to £242.2m.

Basic earnings per Ordinary Share were 15.92p, a 31% increase compared to 12.11p for 2002. Adjusted basic earnings per Ordinary Share before goodwill amortisation and exceptional items (as set out in the Five Year Record) were 18.49p compared to 16.02p for 2002, representing a 15% increase.

Fiscal 2003 Compared with Fiscal 2002

The following table sets out certain profit and loss account data for the periods indicated:

	2003	2002
	(£ million)	
Group turnover (i)	1,178.9	1,109.9
Cost of sales	(345.1)	(329.9)
Gross profit	833.8	780.0
Marketing, selling and distribution	(440.1)	(414.1)
Administration	(125.5)	(127.1)
Research and development	(66.8)	(61.3)
BSN agency and management fees	19.3	20.6
Operating profit before goodwill amortisation and exceptional items (ii)	220.7	198.1
Amortisation of goodwill	(18.5)	(17.5)
Exceptional items	(22.4)	(29.9)
Group operating profit	179.8	150.7
Share of operating profit of joint venture: before exceptional items	22.7	19.6
Share of operating profit of joint venture: exceptional items	(2.7)	(2.6)
Share of operating profit of associated undertaking	4.8	4.9
Net profit on disposals	31.5	18.0
Profit on ordinary activities before interest	236.1	190.6
Net interest payable	(6.0)	(12.7)
Profit on ordinary activities before taxation	230.1	177.9

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Taxation	(82.0)	(65.8)
Attributable profit for the year	148.1	112.1

- (i) Group turnover comprised £1,178.9m from Continuing Operations (2002 £1,083.7m from Continuing Operations and £26.2m from discontinued operations).
- (ii) Operating profit before goodwill amortisation and exceptional items comprised £220.7m from Continuing Operations (2002 £196.0m from Continuing Operations and £2.1m from discontinued operations).

Group Turnover

For the year ended 31 December 2003, group turnover totalled £1,178.9m, an increase of 6% or £69.0m compared to £1,109.9m for 2002. Underlying growth of Continuing Operations was 11%. Translation of foreign currencies had the effect of decreasing turnover by 2%, primarily due to the depreciation of the US Dollar against Sterling. The loss of revenues from the Group's discontinued rehabilitation business resulted in an adverse impact to the Group's turnover of £26.2m (3%). Selling price increases accounted for approximately 2% of the underlying sales growth.

Cost of Sales

Cost of sales at £345.1m represented 29.3% of sales compared to 29.7% in 2002. This improvement arose from manufacturing cost and efficiency savings and transactional currency benefits from the decline in the value of the US Dollar reducing the product cost in many countries outside the US, notably in Europe and Australia. The reduction in cost of sales would have been greater but for the acquisition, in late 2002, of the remaining DERMAGRAFT interests not already owned which increased the Group's production costs for this product.

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Marketing, selling and distribution expenses

At £440.1m these costs represented 37.3% of sales, the same percentage as in 2002.

Administration Expenses

At £125.5m, administration expenses were 1.3% lower than in 2002 and represented 10.6% of sales compared with 11.5% of sales in 2002. Administration expenses were broadly kept level despite the increased sales.

Research and Development

Expenditure on research and development increased by £5.5m (9%) compared with 2002. This represented 5.7% of sales compared with 5.5% in 2002. Smith & Nephew continues to invest in innovative technologies and products to differentiate the group from its competitors. In 2003, 20% of Smith & Nephew's sales were from products introduced in the last three years.

BSN Medical Agency and Management Fees

Agency and management fees are received in respect of services provided to BSN Medical for sales force resource, physical distribution and logistics and administration in certain countries. The calculation of the fees is designed to result in a neutral, cost-recovery position for Smith & Nephew and is for a transitional period only. In 2003, recoveries fell by £1.3m (6%) as a number of the shared service arrangements expired and BSN Medical established its own stand-alone operations. This trend of lower agency fees is expected to continue as more BSN Medical entities exit the arrangements.

Operating Profit before Goodwill Amortisation and Exceptional Items

Operating profit before goodwill amortisation and exceptional items from Continuing Operations was £220.7m, an increase of £24.7m compared to £196.0m in 2002, resulting from profit arising from additional sales together with cost and efficiency savings. These two factors more than offset an increase in pension costs of £7.3m due to the need to amortise the deficits of the Group's principal plans and increased DERMAGRAFT costs of £7.2m following the acquisition of 50% of the joint arrangement not already owned.

Operating profit margins before goodwill amortisation and exceptional items from Continuing Operations improved from 18.1% to 18.7% of which 1.5% points was due to cost and efficiency savings and 0.3% points was due to transactional currency benefits offset partly by 0.6% points in respect of higher pension costs and 0.6% points from the effect of acquiring DERMAGRAFT.

Goodwill Amortisation

The amortisation charge on acquisition goodwill increased by £1.0m to £18.5m. The increase was due to a full years amortisation of ORATEC goodwill compared with nine months in 2002, offset partly by the translational currency effect of a weaker US Dollar.

Exceptional Items

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Operating exceptional items were a net cost of £22.4m compared to a net cost of £29.9m in 2002. In 2003, £17.6m of net costs were incurred as a consequence of Smith & Nephew's unsuccessful public offers to purchase Centerpulse AG and InCentive Capital AG and £4.8m of costs arose on the integration of the ORATEC acquisition, principally in the relocation of manufacturing and development operations. Exceptional items in 2002 consisted of £17.5m for the write down of the Group's trade investment in the common stock of ATS following its filing for bankruptcy, £4.0m for further rationalisation due to the contribution of businesses to BSN Medical and £8.4m for integration in connection with the acquisition of ORATEC and DERMAGRAFT.

Share of Operating Profit of the Joint Venture

The Group's share of operating profit before exceptional items increased by £3.1m from £19.6m in 2002 to £22.7m in 2003. Operating profit margins improved from 12.6% in 2002 to 13.8% in 2003 as a result of cost and efficiency savings arising from continuing manufacturing rationalisation. The Group's share of exceptional items of £2.7m comprised manufacturing rationalisation costs.

Share of Operating Profit of Associated Undertaking

The operating profit of AbilityOne up to the date of disposal on 12 September 2003 was £4.8m. In 2002 operating profit of £4.9m arose in the nine months following formation on 27 March 2002.

Table of Contents***Net Profit on Disposals of Associated Undertaking***

A net profit of £31.5m arose on the disposal of the Group's 21.5% equity interest in AbilityOne to Patterson Dental Inc., after writing off £8.2m of acquisition goodwill previously set-off against reserves and after charging £1.1m of adjustments in respect of previous disposals.

Net Interest Payable

Interest income increased by £4.4m from £6.6m in 2002 to £11.0m in 2003. Interest expense decreased by £2.0m from £16.8m in 2002 to £14.8m in 2003. The Group's share of the joint venture's and associated undertaking's net interest expense was £1.5m and £0.7m respectively compared with £1.6m and £0.9m respectively in 2002. Interest payable on currency swaps amounting to £18.5m was set off against interest receivable on swaps. Overall interest payable decreased by £6.7m to £6.0m due to lower average net debt during the year and lower US Dollar and Euro interest rates on borrowings and swap liabilities offset in part by lower Sterling interest rates on cash balances and swap assets.

Taxation

The taxation charge increased by £16.2m to £82.0m in 2003. The taxation charge on profit before goodwill amortisation and exceptional items was £70.2m an increase of £8.6m on the 2002 charge due to higher profits. The effective rate of taxation on profit before goodwill amortisation and exceptional items was 29.0% compared with 29.3% in 2002. The taxation charge was reduced in 2003 by £3.5m as a consequence of the exceptional costs, by £0.8m from the exceptional costs in BSN Medical and increased by £16.1m as a result of the gain on disposal of AbilityOne.

Business Segment Analysis

Group sales by business segment and geographic region and operating profit by business segment are set out below:

	2003	2002
	(£ million)	
<i>Sales by business segment</i>		
Orthopaedics	525.4	470.2
Endoscopy	300.0	291.8
Advanced wound management	353.5	321.7
	<u>1,178.9</u>	<u>1,083.7</u>
<i>Operating profit by business segment</i>		
Orthopaedics	118.7	98.2
Endoscopy	59.5	53.8
Advanced wound management	42.5	44.0
	<u>220.7</u>	<u>196.0</u>
<i>Sales by geographic region</i>		
Europe (Continental Europe and United Kingdom)	369.9	318.7
United States	595.6	579.4
Africa, Asia and Australia and other America	213.4	185.6

Continuing Operations	1,178.9	1,083.7
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Orthopaedics

Sales

Orthopaedics sales were £525.4m in 2003, an increase of £55.2m or 12% compared to £470.2m for 2002. Underlying growth in sales was 16%. This increase demonstrated Smith & Nephew's market share gains in the global orthopaedics market (excluding spine), which is estimated to be growing at 13%. Sales pricing contributed approximately 3% to reported growth. Products introduced within the last three years represented 25% of sales in 2003.

During 2003 the business recruited 60 dedicated trauma sales representatives, with further plans for expansion in 2004 in the US.

Reconstructive implant sales grew by 15% (equivalent to an underlying growth rate of 19% after 4% of adverse currency translation) following an aggressive expansion of OXINIUM products into the market. The OXINIUM bearing material continued to be a great success and has helped surgeons successfully treat younger implant patients due to its wear reduction properties.

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Knee sales grew by 20%, (an underlying rate of 24% after 4% of adverse currency) driven mainly by the promotion and rollout of OXINIUM technology; hip sales grew by 11% (an underlying rate of 16% after 5% of adverse currency effect) driven by the launch of the OXINIUM femoral head.

More than 30,000 knees made of OXINIUM had been implanted into patients and by the end of 2003 it was accounting for 40% of knee units being sold by the business in the US. The joint fluid therapy product SUPARTZ contributed 3% to knee sales growth.

Growth in sales of hips resulted from the continued solid performance of the SYNERGY and ECHELON platform systems and the introduction in 2003 of femoral heads made of OXINIUM, which by the end of 2003 were accounting for 35% of hip heads sold by Smith & Nephew in the US.

Trauma sales increased by 6% (an underlying rate of 10% after 4% of adverse currency effect) benefiting from increased focus following the divisionalisation of the US business. Trauma sales increased in the US by 4% (equivalent to 13% underlying growth after 9% adverse currency). These results were helped by growth in sales of the EXOGEN ultrasound bone stimulation products, of 14% (22% underlying growth after 8% adverse currency) and the introduction of the JET-X unilateral fixator in 2003.

Higher than normal revision rates in respect of the macrot textured femoral knee component prompted a voluntary withdrawal of the product from the market on 18 August 2003. The total number of components implanted was 2,971 and, to 8 March 2004, 190 revisions had been notified to the Group.

Operating Profit

Operating profit from the orthopaedics business before goodwill amortisation and exceptional items increased by £20.5m (21%) from £98.2m in 2002 to £118.7m in 2003. The operating profit margin increased from 20.9% to 22.6% as a result of cost and efficiency savings, additional sales volume and price increases.

Endoscopy

Sales

Endoscopy sales in 2003 were £300.0m, an increase of £8.2m or 3% compared to £291.8m for 2002. Underlying growth in sales was 4%. Sales in the US declined by 7% with an underlying fall of 2% after adjusting for 9% adverse currency and 4% for the benefit of ORATEC. Outside the US sales growth was 19% (14% underlying after 5% adverse currency translation).

Endoscopy was adversely affected in the US by two market issues – increased re-use of arthroscopic resection blades and decreased business from one of its largest customers, HealthSouth. With respect to blade re-use, the business launched an educational campaign that features research highlighting the risks of this practice to hospitals and clinicians in the US.

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Endoscopy sales growth was also affected by its decision to defer two product launches into 2004 – the digital scanning camera and the next generation varicose vein removal system. Clinical evaluations identified the opportunity to make improvements prior to both products – broader launch. Both of these products were launched in early 2004.

Sales of knee and shoulder repair products grew by 14% (an underlying rate of 18% after 4% of adverse currency translation) while ORATEC products produced sales growth of 41% (of which 17% arose from underlying growth, 32% was the acquisition effect less 8% adverse currency translation) helping Smith & Nephew to maintain its market leadership position in arthroscopy with a market share of 29%.

Operating Profit

Operating profit from the endoscopy business before goodwill amortisation and exceptional items increased by £5.7m (11%) from £53.8m in 2002 to £59.5m in 2003. The operating profit margin increased from 18.4% to 19.8% as a result of effective expense control and by accelerating the integration of the ORATEC acquisition. During 2003 the manufacturing and development activities of ORATEC at Palo Alto, California were relocated and integrated with endoscopy operations at Andover, Massachusetts.

Advanced Wound Management

Sales

Advanced wound management sales were £353.5m for 2003, an increase of 10% compared to £321.7m for 2002. Underlying sales growth was 9%. The advanced wound management business maintained its leadership

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position with approximately 20% of the market for advanced treatments of hard-to-heal wounds. It further developed the concept of wound bed preparation as a new clinical and scientific platform. DERMAGRAFT and TRANSCYTE bioengineered human tissue products, acquired in November 2002, were integrated successfully into the US business.

DERMAGRAFT achieved its target sales of £7m. Sales of the ALLEVYN family of products continued to grow strongly at 24% (20% underlying growth plus 4% favourable currency translation) and ACTICOAT silver-based antimicrobial dressing achieved sales growth of 51% (55% underlying less 4% adverse currency).

The business launched a new enzymatic wound bed preparation product, GLADASE, following the termination of a supply arrangement for the previous equivalent US product, SANTYL. This issue adversely impacted sales in the second half of 2003.

Operating Profit

Operating profit from the advanced wound management business before goodwill amortisation and exceptional items decreased by £1.5m (3%) from £44.0m in 2002 to £42.5m in 2003. The operating profit margin decreased from 13.7% to 12.0% principally as a result of acquiring, at the end of 2002, the remaining 50% of the DERMAGRAFT joint venture not already owned and due to increased pension costs in the UK and the US.

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OUTLOOK AND TREND INFORMATION

The discussion below contains statements that express management's expectations about future events or results rather than historical facts. These forward-looking statements involve known and unknown risks and uncertainties that could cause the Group's actual results, performance or achievements to differ materially from those projected in forward-looking statements. Smith & Nephew cannot give assurance that such statements will prove correct. These risks and uncertainties include factors related to: the medical devices industry in general; product liability claims and related insurance coverage; the geographical markets in which the Group operates; the nature and efficiency of the Group's products; the Group's ability to research, develop, manufacture and distribute its products; the translation of currencies to Sterling; and the values of international securities markets. For additional information on factors that could cause the Group's actual results to differ from estimates reflected in these forward-looking statements, you should read "Risk Factors" of this document.

The markets on which the Group focuses continue to demonstrate robust growth and are expected to benefit for many years to come from an ageing population, active lifestyles and the development of less invasive techniques in orthopaedic and endoscopic surgery. Management believe that Smith & Nephew's continuing innovation in advanced wound management products and the potential for further penetration of moist wound healing and wound bed preparation techniques should fuel expansion of this market.

The markets in which the Group operates continue to grow strongly and management expects that innovative new product development programmes and sales force investment particularly in orthopaedics and endoscopy will enable the Group to grow market share and drive market expansion.

For 2005, management expects to achieve high teens sales growth in orthopaedics and high single digit sales growth at endoscopy and wound management. Management expects that continued investment and planned margin improvements will contribute to underlying mid-teens EPSA growth going forward.

A significant external influence on Group sales and profits in 2005 and beyond will be the translational effects of currency to the extent that average rates of exchange differ from those in year 2004. Reported sales and profits would benefit from a strengthening in the value of the US Dollar and Euro against Sterling compared with average rates of exchange in 2004 but would be reduced by a strengthening in the value of Sterling against those currencies.

A further influence on profit and on operating profit margin trends in 2005 and beyond will be the transactional effects of currency to the extent that rates of exchange differ from those in 2004. Operating profit margins will improve if the effective rate of exchange of the Euro compared with the US Dollar increases and will be reduced by a relative strengthening of the US Dollar. The effective rate of exchange will determine the average cost of finished goods purchased by the Group's selling operations from its manufacturing operations and will be affected by actual rates of exchange, forward purchases of foreign currency and stock utilisation.

Management does not anticipate that the dispute with certain insurers over their declination of coverage of macrotextured product liability claims will be resolved during 2005. Consequently, it is expected that settlements with patients will not be reimbursed by insurers and that this will have an adverse impact on cash flow of approximately £40m during 2005. There will be no impact on operating profit since these payments will be charged to the provision established in 2004. See "Legal Proceedings" and "Risk Factors".

Table of Contents**FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES****Cash Flow and Net Debt**

The main elements of Group cash flow and movements in net debt can be summarised as follows:

	2004	2003	2002
	<u> </u>	<u> </u>	<u> </u>
	(£ million)		
Net cash inflow from operating activities	226.6	214.5	211.0
Dividends received from joint venture	14.1	6.8	3.9
Net interest received/(paid)	4.5	(3.8)	(10.2)
Taxation paid	(37.9)	(52.2)	(52.3)
Capital expenditure and financial investment	(101.1)	(71.4)	(85.4)
Acquisitions and disposals (net of loan notes issued on acquisition of £50.3m in 2004)	(34.9)	48.1	(128.8)
Equity dividends paid	(46.7)	(45.1)	(43.5)
Issue of ordinary share capital and own shares purchased	3.9	7.2	3.7
	<u> </u>	<u> </u>	<u> </u>
Change in net borrowings from net cash flow	28.5	104.1	(101.6)
Loan notes issued on acquisition	(50.3)		
Exchange adjustments	36.9	45.7	68.2
Opening net borrowings	(127.1)	(276.9)	(243.5)
	<u> </u>	<u> </u>	<u> </u>
Closing net borrowings	(112.0)	(127.1)	(276.9)
	<u> </u>	<u> </u>	<u> </u>

The Group's net debt decreased by £131.5m from £243.5m at the beginning of 2002 to £112.0m at the end of 2004. Translation of foreign currency net debt into Sterling had the effect of decreasing net debt by £150.8m in the three-year period ended 31 December 2004. Closing net borrowings includes £31.6m of net currency swap assets (2003 £43.4m, 2002 £16.7m).

Acquisitions and Disposals

In the three-year period ended 31 December 2004, £165.9m (including the issuance of £50.3m of Loan Notes in 2004) was spent on acquisitions, net of disposal proceeds, funded from net debt. Acquisitions totalled £295.8m and comprised ORATEC £191.2m, MMT £69.6m, Collagenase £9.1m, DERMAGRAFT £7.8m, Acticoat £7.3m and other £10.8m.

In the same three-year period, £129.9m was received from the disposal of businesses and the formation of BSN Medical. This comprised £5.7m on the formation of BSN Medical, £71.8m for the rehabilitation business and £52.4m for AbilityOne.

Capital Expenditure

The Group's ongoing capital expenditure and working capital requirements have been financed through cash flow generated by business operations and, where necessary, through short-term committed and uncommitted bank facilities. In recent years capital expenditure on tangible

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and intangible fixed assets has represented approximately 7% to 8% of continuing group turnover. Capital expenditure in 2005 is expected to be approximately the same percentage of Group turnover as 2004.

In 2004 capital expenditure of £102.3m (£101.1m net of disposals of fixed assets) was incurred. The principal areas of investment were in the placement of orthopaedics instruments with customers, manufacturing plant and equipment, information technology and intangible assets.

At 31 December 2004, £4.4m of capital expenditure had been contracted but not provided for.

Operating Cash Flow

Management assesses available cash flow in terms of operating cash flow before outgoings on rationalisation, divestment, acquisition integration and other exceptional costs and after capital expenditure and financial investments. This figure (£144.9m for 2004) is after several adjustments to net cash inflow from operating activities, the most comparable UK GAAP figure. Management believes that this figure represents a truer reflection of cash flow generation because it excludes exceptional cash flow items. This measure is used in the Group's management reporting, budgeting and planning. Management also uses as a key indicator the cash

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conversion ratio i.e. the percentage of cash flow compared to group operating profit before goodwill amortisation and exceptional items. This was 58% for 2004 (2003 77%, 2002 73%) and was lower than in previous years as a result of an increase in orthopaedic stocks to improve customer service and meet anticipated increases in demand for both existing and new products. Management uses this cash conversion ratio to monitor the efficiency of its use of capital employed and to provide meaningful year-on-year cash flow trend information. Management has set long-term targets for the Group of 70% 75% cash conversion ratio.

The following table presents a reconciliation of net cash inflow from operating activities to operating cash flow before outgoings on rationalisation, divestment, acquisition integration, macrotextured knee settlements unreimbursed by insurers and Centerpulse costs.

	2004	2003	2002
	_____	_____	_____
	(£ million)		
Net cash inflow from operating activities	226.6	214.5	211.0
<u>Less:</u> capital expenditure and financial investment	(101.1)	(71.4)	(85.4)
	_____	_____	_____
Operating cash flow	125.5	143.1	125.6
<u>Add:</u> exceptional outgoings:			
Rationalisation, acquisition integration and divestment costs	2.2	9.6	19.3
Macrotextured knee revisions unreimbursed by insurers	17.2		
Centerpulse transaction costs		17.0	
	_____	_____	_____
Operating cash flow before exceptional outgoings	144.9	169.7	144.9
	=====	=====	=====

Liquidity

The Group's policy is to ensure that it has sufficient funding and facilities in place to meet foreseeable borrowing requirements.

At 31 December 2004, the Group held £32.6m in cash and balances at bank and had committed and uncommitted bank facilities of £326m and £212m respectively. Undrawn bank facilities amounted to £414m, of which £225m were committed. Of the undrawn committed facilities, £6m expire within one year and £219m after two but within five years. Of the drawn facilities, £31.9m expires within one year, £0.3m expires in 1-3 years and £93.7 expires within 3-5 years. In addition Smith & Nephew has £50.3m of loan notes payable within 1-3 years. Smith & Nephew intends to repay the amounts due within one year by using available cash and drawing down on the longer-term facilities.

The principal variations in the Group's borrowing requirements normally result from the timing of the bi-annual dividend payments, acquisitions and disposals of businesses, timing of capital expenditure and working capital fluctuations. In 2005 the settlement of macrotextured patient claims will also be a factor.

Smith & Nephew believes that its capital expenditure needs and its working capital funding for 2005, as well as its other known or expected commitments or liabilities, can be met from its existing resources and facilities.

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Further information regarding borrowings at 31 December 2004 is set out in Note 19 of the Notes to the Group Accounts. The Group believes that the borrowing facilities do not contain restrictions that are expected to impact on funding or investment policy for the foreseeable future.

Pension Funding

The movements in the stock market values over the last five years have adversely affected the funding levels of Smith & Nephew's major defined benefit plans in the UK and US. These plans continue to be accounted for under SSAP 24 and their combined SSAP 24 deficit is estimated as £49m at 31 December 2004 (2003 £55m). This is less than the combined deficit under FRS 17 of £123.7m (2003 £121.2m). The difference is due to the non-investment return discount rate required to be applied to liabilities under FRS 17. The SSAP 24 deficit is to be funded over members' average future working lives. Existing provisions and planned increases in future contributions are considered adequate to cover the current under funding position.

Payment Policies

It is Company policy to ensure that suppliers are paid within agreed terms. At the year-end, the Company's trade creditors represented the equivalent of 39 days' credit.

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EXCHANGE AND INTEREST RATE RISK AND FINANCIAL INSTRUMENTS

The Board of Directors of the Company has established a set of policies to manage funding, currency and interest rate risks. These policies include the use of derivative financial instruments only for the management of the financial risks associated with underlying business activities and their financing.

Foreign Exchange Exposure

The Group trades in over 90 countries and as a consequence has transactional and translational foreign exchange exposure. The Group's policy is to protect shareholders' funds by matching foreign currency assets, including acquisition goodwill, with foreign currency liabilities wherever practicable. These liabilities take the form of either borrowings or currency swaps. It is the Group's policy for operating units not to hold unhedged monetary assets or liabilities other than in their functional operating currencies.

Foreign exchange variations affect trading results in two ways. Firstly on translation of overseas sales and profits into Sterling and secondly, the currency cost of purchases by Group companies of finished products and raw materials. The principal flows of currency are purchases of US Dollars and Sterling from Euros, Japanese Yen, Australian and Canadian Dollars, as well as cross purchases between the US and the UK.

The Group partly mitigates the translational impact on profits through the interest arising on foreign currency borrowings or swaps. The impact of currency movements on the cost of purchases is partly mitigated by the use of forward foreign exchange contracts.

The Group managed £320m of foreign currency purchase transactions by using forward foreign exchange contracts, of which the major transaction flow is Euros into US Dollars. The Group's policy is for firm commitments to be fully covered and forecast transactions to be covered between 50% and 90% for up to one year. If the Euro were to weaken against US Dollar by 10% on average over the year, the fair value of forward foreign exchange contracts would increase by £5m (2003 increase by £3m).

Had the Group not transacted forward foreign exchange purchase contracts and if Sterling were to have weakened on average over the year by 10% against all other currencies, Smith & Nephew's profit on ordinary activities before taxation in 2004 would have increased by £29m on account of transactional and translational movements; if the Euro were to have weakened on average over the year by 10% against all other currencies, profit on ordinary activities before taxation in 2004 would have reduced by £10m; if the US Dollar were to have weakened on average over the year by 10% against all other currencies, profit before taxation in 2004 would not have changed materially.

The Group's net debt is exposed to movements in exchange rates on foreign currency liabilities. Based upon the net debt position at 31 December 2004 if Sterling were to weaken against the US Dollar by 10%, the increase in the Group's net debt would be £51m. If Sterling were to weaken against all currencies excluding the US Dollar by 10%, the Group's net debt would be increased by £20m. That is, if Sterling were to weaken against all currencies by 10%, the Group's net debt would increase by £71m.

Interest Rate Risk

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The Group contracts fixed rate currency swaps and uses simple floating to fixed rate interest rate swaps to meet its objective of protecting borrowing costs and differentials between borrowing and deposit rates within parameters set by the Board. Interest rate swaps and the fixed interest element of currency swaps are accounted for as hedges and, as such, changes in fair values resulting from changes to market rates are not recognised in the Group balance sheet nor in reported profits. The cash flow effects of interest rate swaps match cash flows on the underlying instruments such that there is no net cash flow effect from movements in market interest rates.

As at 31 December 2004, the majority of interest costs and differentials had been protected through to December 2005.

If the Group had not transacted interest rate swaps or fixed interest rate cross currency swaps to hedge its interest rate risk, based upon the net debt position at 31 December 2004, an increase in short-term interest rates across all currencies by one percentage point would increase the Group's annual net interest payable by £1.1m (2003 increase by £1.3m). The Group's financial assets and liabilities, excluding fixed interest rate currency swaps, were principally at floating interest rates and thus their fair values are not directly affected by movements in market rates of interest.

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At 31 December 2004, an increase of one percentage point in Sterling interest rates would have reduced the fair value of Sterling interest rate swaps and the Sterling fixed interest element of currency swaps by £5m; and an increase of one percentage point in US Dollar interest rates would have increased the fair value of US Dollar interest rate swaps and the US Dollar fixed interest element of currency swaps by £4m. In the case of decreases in interest rates of one percentage point the changes in the fair values of the interest rate and the fixed interest element of currency swaps would have been an increase of £5m relating to Sterling and a decrease of £4m relating to US Dollars.

Financial Instruments

The Group's financial instruments are subject to changes in fair values as a result of changes in market rates of exchange and forward interest rates. All financial instruments are accounted for as hedges. As a result, changes in fair values of financial instruments do not affect the Group's profit on ordinary activities before taxation.

The Group limits exposure to credit risk on counterparties used for financial instruments through a system of internal credit limits which, with certain minor exceptions due to local market conditions, require counterparties to have a minimum A rating from the major ratings agencies. The financial exposure of a counterparty is determined as the total of cash and deposits, plus the risk on derivative instruments, assessed as the fair value of the instrument plus a risk element based on the nominal value and the historic volatility of the market value of the instrument. Smith & Nephew does not anticipate non-performance of counterparties and believes it is not subject to material concentration of credit risk.

CONTRACTUAL OBLIGATIONS

Contractual obligations at 31 December 2004 were as follows:

	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
		(£ million)			
Short-term debt obligations	30.4	30.4			
Long-term debt obligations	93.7			93.7	
Loan Notes	50.3		50.3		
Finance lease obligations	1.8	1.5	0.3		
Operating lease obligations	92.7	20.7	23.1	14.0	34.9
Purchase obligations	2.3	2.3			
Other	46.6	30.8	15.8		
	<u>317.8</u>	<u>85.7</u>	<u>89.5</u>	<u>107.7</u>	<u>34.9</u>

Other contractual obligations consist of credit balances on currency swaps and interest rate swaps, foreign exchange contracts and acquisition consideration.

The agreed contributions for 2005 in respect of the Group's principal pension plans are 11% of pensionable earnings plus a supplementary payment of £4.3m to the UK Plan and 9% of pensionable earnings plus a supplementary payment of £2.7m to the US Plan.

In addition, at 31 December 2004, the Group had contracted but not provided for £4.4m of capital expenditure.

OFF-BALANCE SHEET ARRANGEMENTS

Management believes that the Group does not have any off-balance sheet arrangements, as defined by the SEC in item 5E of Form 20-F, that have or are reasonably likely to have a current or future effect on the Group's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

RELATED PARTY TRANSACTIONS

Except for BSN Medical and AbilityOne (see Note 36 of Notes to the Group Accounts), no other related party has had material transactions or loans with Smith & Nephew over the last three financial years.

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INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

Under European regulation, from 2005 Smith & Nephew will be required to publish its financial statements under IFRS. The transition is being managed internally by a Project Committee reporting to a Steering Committee which is chaired by the Finance Director. Quarterly reports have been made to the Audit Committee.

The Project Committee has performed a full assessment of the extant standards and their impact on both the reported financial statements and the underlying business processes, and continues to monitor the standards yet to be finalised by the International Accounting Standards Board and adopted by the European Union. Amendments to internal reporting systems and financial processes have been effected and budgeting for 2005 is on a full IFRS basis. Training has been provided internally and will continue over the transition period.

In November 2004 the Group announced its external communication plan, explaining to investors the impact of IFRS based on management's expectations of the format of the final standards. A summary of the adjustments required to restate each quarter's earnings and net debt in 2004 to an IFRS basis was included within the 2004 preliminary announcement issued on 3 February 2004. In parallel with the issue of 2004 financial statements, management has published the revised accounting policies which will be applied from 2005 onwards, together with an unaudited description of the major accounting changes and quantification of how existing UK GAAP reporting reconciles to the IFRS equivalent for 2003 and 2004 full years. This document is available on the Group's website and in printed copy on request from the Group's company secretary. From Quarter 1, 2005, all results will be presented under IFRS.

Based on the standards currently in issue and management's understanding of future developments, the major differences in accounting policies which will impact Smith & Nephew are for employee benefits (in particular pensions accounting and a requirement for the expensing of all share options granted), for acquisition goodwill which will no longer be amortised but will be subject to annual testing for impairment and increased recognition of intangible assets arising on acquisition. In addition, management expects the recognition criteria for deferred tax will change, resulting in a net write back of provisions, principally related to goodwill set off against reserves. The proposed standards and interpretations on financial instruments have necessitated a change in Smith & Nephew's accounting practice. The Group continues to hedge the net investment value of foreign subsidiaries and the overall hedging strategy for trading hedges remains essentially unchanged. However, management does not believe that it will be possible to fix forward the reported interest costs of the Group with the same certainty as could be achieved under UK GAAP, resulting in some volatility within financing costs over each quarterly period.

Management expects to be fully prepared for the transition. However, full implementation is dependent on the completion of the standard setting process by the International Accounting Standards Board and the adoption of such standards by the European Commission. The failure of the European Commission to adopt all of these standards in time for financial reporting in 2005, or the issue of further interpretations by the International Financial Reporting Interpretation Committee (IFRIC) in advance of the reporting date, could result in the need to change the basis of accounting or presentation of certain financial information from that presented in this note. In particular, the International Accounting Standards Board has yet to provide definitive rulings and transitional guidance on specific aspects of IAS 39 Recognition and Measurement of Financial Instruments which impact the Group. Management intends to continue monitoring developments as the standards and recognised practices evolve.

Had Smith & Nephew been reporting under IFRS management believe its results and shareholders funds since the transition date would have been as follows:

Results

	2004	2003
Attributable profit for the financial year	£ 138.2m	£ 172.4m
Basic earnings per Ordinary Share	14.78p	18.54p
Diluted earnings per Ordinary Share	14.67p	18.42p

IFRS attributable profit for the financial year in 2004 is £13.0m (2003 £24.3m) higher than UK GAAP mainly due to the non-amortisation of goodwill of £20.5m (2003 £18.5m), offset partly by higher amortisation of intangible fixed assets of £4.4m (2003 nil). Other principal adjustments to profit include: a net charge of

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£5.0m under IFRS 2 for share based compensation (2003 £3.5m); a net benefit of £2.7m (2003 £1.2m) for pensions reflecting a current service cost benefit of £3.6m (2003 £2.7m) and £1.8m (2003 £3.8m) finance cost expense and a credit of £0.9m (2003 £2.3m) on the difference in deferred taxation accounting.

Shareholders Funds

	2004	2003
At 31 December	£ 702.0m	£ 610.4m

Shareholders funds in 2004 are £25.0m (2003 £30.4m) lower than UK GAAP principally due to the recognition of the full defined benefit pension deficit of £94.1m (2003 £88.6m) net of deferred tax offset by the non-amortisation of goodwill of £36.7m (2003 £17.5m) and the recognition of the final dividend £30.0m (2003 £28.9m) on a declared rather than a proposed basis.

US GAAP

Smith & Nephew prepares its accounts in accordance with UK GAAP which differ in certain respects from US GAAP. Reconciliations of profit for the financial year and shareholders funds are set out in Note 39 of Notes to the Group Accounts. As a consequence of the preparatory work to convert the accounts from UK GAAP to IFRS, management has identified certain adjustments that were needed to the UK/US GAAP reconciliations in prior years and has restated for these as disclosed in Note 39 of the Notes to the Group Accounts.

Results

	2004	Restated 2003	Restated 2002
Profit for the financial year	£ 142.4m	£ 179.5m	£ 145.2m
Basic earnings per Ordinary Share	15.23p	19.30p	15.68p
Diluted earnings per Ordinary Share	15.12p	19.18p	15.55p

US GAAP profit for the financial year in 2004 is £17.2m higher than UK GAAP mainly due to the non-amortisation of goodwill of £20.5m, offset partly by higher amortisation of other intangible fixed assets of £13.0m. Other principal adjustments to profit include: a credit of £24.4m on differences in hedge accounting; a charge of £6.5m under FAS 123 for stock based compensation; a charge of £6.4m for pensions reflecting a difference in methodology for calculating the service cost and a credit of £2.1m on the difference in deferred taxation accounting for intangibles and gains deferred into replacement assets.

Shareholders Funds

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	2004	Restated 2003
At 31 December	£ 781.9m	£ 690.7m

Shareholders' funds in 2004 are £54.9m higher than UK GAAP principally due to the non-amortisation of goodwill, £33.3m; different recognition criteria for intangible assets and goodwill, £76.3m; dividends on a declared rather than a proposed basis, £30.0m; inclusion of a minimum pension liability, £93.6m; and lower taxation provision due to these adjustments of £20.9m.

Prospects

Smith & Nephew have published expectations of future results on an IFRS basis in [Outlook and Trend Information](#).

New accounting standards in the US which may affect US GAAP results are detailed in Note 38 of the Notes to the Group Accounts.

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CORPORATE GOVERNANCE

This section discusses Smith & Nephew's structures and governance procedures.

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The Board of Directors of Smith & Nephew as at 28 February 2005 comprised:

Director	Position	Initially elected or appointed	Term of appointment expires at AGM in
Dudley G. Eustace	Non-Executive Chairman	10 November 1999	2006
John Buchanan	Non-Executive Deputy Chairman	3 February 2005	2005
Sir Christopher O Donnell	Executive Director, Chief Executive	1 September 1992	2007
Peter Hooley	Executive Director (responsible for Finance and Information Technology)	2 April 1991	2006
Dr. Pamela J. Kirby	Non-Executive Director	1 March 2002	2005
Warren D. Knowlton	Non-Executive Director	1 November 2000	2007
Brian Larcombe	Non-Executive Director	1 March 2002	2005
Richard De Schutter	Non-Executive Director	1 January 2001	2007
Dr. Rolf W. H. Stomberg	Non-Executive Director	1 January 1998	2007

Directors Biographies

Dudley G. Eustace, Chairman, (68) was appointed Deputy Chairman in 1999 and Chairman in January 2000. He is Chairman of the Nominations Committee. He is non-executive Chairman of Sendo Holdings plc and non-executive Vice Chairman of Aegon NV, Hagemeyer NV and Royal KPN NV.

John Buchanan (61) was appointed a director on 3 February 2005. He is the Deputy Chairman. He is a non-executive director of Vodafone Group Plc, AstraZeneca PLC and BHP Billiton.

Sir Christopher O Donnell, Chief Executive, (58) joined the Group in 1988 as managing director of the Group's medical division and was appointed a director of Smith & Nephew in 1992. He was appointed Chief Executive in 1997 and is a member of the Nominations Committee. He is a non-executive director of BOC Group plc. Previously he held senior positions with UK and US companies in the medical engineering and devices industry.

Peter Hooley, Finance Director, (58) joined the Group and was appointed Finance Director in 1991. He is a non-executive director of Cobham plc. Previously he held senior financial positions with Matthew Hall and BICC.

Dr. Pamela J. Kirby (51) was appointed a director in March 2002 and is a member of the Remuneration Committee. She is non-executive Chairman of Oxford Immunotec Limited and a non-executive director of T&F Informa plc, Oscient Pharmaceuticals Corporation and Scynexis Inc.

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Warren D. Knowlton (58) was appointed a director in November 2000. He is Chairman of the Audit Committee and a member of the Remuneration Committee. He is Group Chief Executive of Morgan Crucible plc.

Brian Larcombe (51) was appointed a director in March 2002 and is a member of the Audit Committee. He is a non-executive director of F&C Asset Management plc.

Richard De Schutter (64) was appointed a director in January 2001 and is a member of the Audit Committee and the Remuneration Committee. He is non-executive Chairman of Incyte Corporation and a non-executive director of Varian Inc., MedPointe Pharmaceuticals, Ecolab Inc, Metaphore Pharmaceuticals and Navicure Inc.

Dr. Rolf W. H. Stomberg (64) was appointed a director in 1998. He is the Senior Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominations Committees. He is Chairman of Management Consulting Group plc and Lanxess AG and a non-executive director of Scania AB, Reed Elsevier plc, Hoyer GmbH, TPG Group plc, Deutsche BP AG and Biesterfeld AG.

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EXECUTIVE OFFICERS

The Chief Executive of Smith & Nephew and other senior executives are responsible for the day-to-day management of the Group. The Group Executive Committee (GEC), which comprises the executive directors and certain other senior executives of Smith & Nephew (the Executive Officers), assists the Chief Executive in the management of the business. The following are Executive Officers of Smith & Nephew and all, apart from the Company Secretary, are members of the GEC:

Dr. Peter Arnold (43) Group Director of Technology. He joined the Group in 1997 and worked in corporate business development and corporate research and development roles. He was appointed to the GEC in January 2004. Prior to joining the Group he was responsible for research and development for Johnson & Johnson's wound care business.

James L. Dick (52) President - Advanced Wound Management. He joined the Group in 1977 and was appointed to the GEC in January 1999. He has worked predominantly in sales, marketing and general management roles with particular emphasis on international marketing, country management and new technology.

Peter W. Huntley (44) Group Director - Indirect Markets. He joined the Group and was appointed to the GEC in April 1998, responsible for the Group's strategy and business planning. He was appointed to his current role in December 2003. Prior to joining the Group, he was a consultant with Deloitte Haskins and Sells, and the Business Development Director for Matthew Clark plc.

David Illingworth (51) President - Orthopaedics. He joined the Group and was appointed to the GEC in May 2002. Prior to joining the Group he held posts within GE Medical, as Chief Executive Officer of a publicly traded medical devices company, President of a respiratory/critical care company and President of a technology incubator company.

James A. Ralston (58) Chief Legal Officer. He joined the Group in 1998 as Executive VP and Chief Legal Officer for North America and was appointed to the GEC in February 2002. Prior to joining the Group he was in private practice and VP General Counsel and Secretary for Eagle-Picher Industries, Inc.

James M. Taylor (48) President - Endoscopy. He joined the Group and was appointed to the GEC in June 2000. Prior to his appointment in 2003 as President of Endoscopy, he was Group Director - Indirect Markets. Previously he was President of DePuy International and has held senior positions with British Leyland and Chloride Group.

Paul M. Williams (58) Group Director - Human Resources. He joined the Group and was appointed to the GEC in December 1998. Prior to joining the Group he held senior human resources director roles with NCR, Heinz, Glaxo and Rolls-Royce.

Company Secretary

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Paul R. Chambers (60) Company Secretary. He joined the Group in 1994 as Assistant Company Secretary and was appointed Company Secretary in April 2002.

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GOVERNANCE AND POLICY

The new Combined Code on Corporate Governance, as appended to the UK Listing Authority's Listing Rules, requires UK listed companies to make a disclosure statement on the application of the Principles and Supporting Principles and compliance with the Provisions of the Code.

The Board is committed to the highest standards of Corporate Governance and considers that it has complied with the new Code throughout the year with the exception that no member of the Audit Committee has recent financial experience. However, all members have relevant financial experience and the Board considers that the members of the Audit Committee have the skills and experience of corporate financial matters to discharge properly the Committee's responsibilities. All members meet the definition of financial expert in the Sarbanes-Oxley Act.

In accordance with the Code, the following paragraphs describe Smith & Nephew's Corporate Governance policies and procedures and how it applies the Principles and Supporting Principles in the new Code.

The Company's American Depositary Shares are listed on the New York Stock Exchange (NYSE) and the Company is therefore subject to the rules of the NYSE as well as the US securities laws and the rules of the US Securities and Exchange Commission (SEC) applicable to foreign private issuers. The Board believes that it has complied throughout the year with both SEC and NYSE requirements related to corporate governance with the exception that, in accordance with the Combined Code, the Nominations Committee consists of a majority of independent directors and does not consist wholly of independent directors, as required by the NYSE.

The Board

The Board of Directors of Smith & Nephew consists of an independent non-executive Chairman, two executive directors and six independent non-executive directors. In 2004, the Board met on eight occasions and individual attendance was: Dudley Eustace (8), Sir Christopher O'Donnell (8), Peter Hooley (8), Dr Pamela Kirby (8), Warren Knowlton (7), Brian Larcombe (8), Richard De Schutter (8) and Dr Rolf Stomberg (8). John Buchanan joined the Board in February 2005.

The Board is responsible for the strategic direction and overall management of the Group and has a formal schedule of matters reserved for its decisions which include the approval of certain policies, budgets, financing plans, large capital expenditure projects, acquisitions, divestments and treasury arrangements but otherwise delegates specific responsibilities to Board Committees, as described on page 52. It reviews the key activities of the businesses and considers and reviews the work undertaken by the Committees.

Non-executive directors meet regularly without management in attendance and the Senior Independent Director meets with the other non-executive directors annually to evaluate the performance of the Chairman. Board meetings are held at the major business units enabling directors to have a greater understanding of the business and to meet the management of these units. All directors have full and timely access to all relevant information and, if necessary, to independent professional advice. Appropriate directors and officers liability insurance is in place and induction programmes and training are offered to new directors. Further training for all directors, which would include such issues as risk, is available as appropriate. All directors have access to the advice and services of the Company Secretary who is responsible to the Board for ensuring that Board procedures are complied with.

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Whilst the Chairman and Chief Executive collectively are responsible for the leadership of the Group, there is a clear division of respective responsibilities which have been agreed by the Board. The Chairman's primary responsibility is for leading the Board, including ensuring its effectiveness and setting its agenda, whilst the Chief Executive is responsible for managing and supervising the day-to-day business of the Group in accordance with the strategy, policies, budgets and business plans approved by the Board. The GEC advises and assists the Chief Executive in the management of the Group.

The Senior Independent Director is Dr Rolf Stomberg, whose role includes consulting with members of the Board on issues relating to the Chairman and chairing Board meetings and meetings of the Nominations and Audit Committee in the absence of the Chairman or Chairman of the Audit Committee. He is available to shareholders if they have concerns that cannot be resolved through the normal channels of contact with the Chairman or Chief Executive.

In 2004, a formal evaluation of the performance of the Board and its Committees was undertaken by an external consultant with the emphasis on continuous improvement and effectiveness of the Board and its Committees. Each director and the Company Secretary were interviewed separately and the result of the review presented to the whole Board. A number of recommendations were made which have been acted upon. Individual evaluation is carried out by the Nominations Committee with particular emphasis on the evaluation of those directors standing for re-appointment at the AGM. The non-executive directors, led by the Senior Independent Director, evaluate the performance of the Chairman.

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The Board has determined that none of the independent non-executive directors or their immediate families has ever had a material relationship with the Group either directly as an employee or as a partner, shareholder or officer of an organisation that has a relationship with the Group. With the exception of the Chairman, who is provided with healthcare cover, they do not receive additional remuneration apart from directors fees, do not participate in the Group's share option schemes or performance related pay schemes, and are not members of the Group's pension schemes. No director of Smith & Nephew is a director of a company or an affiliate in which any other director of Smith & Nephew is a director.

None of the directors or executive officers (or any relative or spouse of such person, or any relative of such spouse, who has the same address as the director or officer, or who is a director or officer of any subsidiary of Smith & Nephew) has a material interest in any contract to which the Company or any of its subsidiaries are or were a party from the beginning of fiscal year 2003 to 8 March 2005.

Details of the Group's policies on remuneration, service contracts and compensation payments are included in the Remuneration Report.

Board Committees

The Board is assisted by the Audit, Remuneration and Nominations committees, each of which has its own terms of reference, which may be found on the Group's web site at www.smith-nephew.com. The Company Secretary is secretary to each of the committees.

Audit Committee

The Audit Committee met on six occasions in 2004 (individual attendance is shown in parenthesis). The Committee, consisting entirely of independent non-executive directors, is chaired by Warren D. Knowlton (6). He was appointed to the Committee in February 2001 and became Chairman of the Committee in July 2001. The other members of the Committee are Brian Larcombe (6) who was appointed to the Committee in January 2003, Richard De Schutter (6) who was appointed in February 2001 and Dr Rolf Stomberg (5) who was appointed in February 1998. The Chairman of the Committee reports orally to the Board and minutes of the meetings are circulated to all members of the Board.

Remuneration Committee

The Remuneration Committee, consisting entirely of independent non-executive directors, met three times in 2004 (individual attendance is shown in parenthesis) and is chaired by Dr Rolf Stomberg (3). The other members of the Committee are Dr Pamela Kirby (3), Warren Knowlton (2) and Richard De Schutter (3). The Remuneration Committee sets the pay and benefits of the executive directors and members of the GEC, approves their main terms of employment and determines share options and long-term incentive arrangements. It also reviews management succession planning. The Remuneration Report is on pages 57 to 65.

Nominations Committee

The Nominations Committee, consisting of two independent non-executive directors and the Chief Executive, met three times in 2004 and its chairman, Dudley Eustace, and members, Dr Rolf Stomberg and Sir Christopher O'Donnell, attended all meetings. It oversees plans for Board of Directors succession, recommends appointments to the Board of Directors and determines the fees of the non-executive directors. It provides a formal and transparent procedure for the appointment of new directors to the Board. Candidate profiles are agreed by the Committee before external consultants are engaged to advise on prospective Board appointees. Shortlisted candidates are interviewed by members of the Committee who then recommend candidates to be interviewed by all members of the Board. The final decision is made by the Board. This procedure was followed for the appointment of John Buchanan as a non-executive director and Deputy Chairman. The Senior Independent Director oversees the process for the appointment of a new Chairman.

Directors Re-appointment

Under Smith & Nephew's Articles of Association, any director who has been appointed by the Board of Directors since the previous annual general meeting of shareholders, either to fill a casual vacancy or as an additional director, holds office only until the next annual general meeting and then is eligible for reappointment by the shareholders. Subsequently, directors retire and offer themselves for re-election at the third annual general meeting after the meeting at which they were last reappointed. The directors are subject to removal with or without cause by the Board of Directors or the shareholders. Executive Officers serve at the discretion of the Board of Directors.

On 3 February 2005 John Buchanan joined the Board as a non-executive director and Deputy Chairman and in accordance with the Articles of Association will be proposed for re-election at the AGM to be held on 5 May 2005. Brian Larcombe and Dr Pamela Kirby retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

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ACCOUNTABILITY, AUDIT AND INTERNAL CONTROL FRAMEWORK

Risk Management and Internal Control

The Board is responsible for the maintenance of the Group's systems of risk management and internal control and for reviewing their effectiveness. These systems, which accord with the Turnbull Guidance, have been in place for 2004 and to the date of approval of the report an