



GlaxoSmithKline plc Notice of Annual General Meeting 2022

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

28 March 2022

To the holders of the company's Ordinary Shares and American Depositary Shares.

Dear Shareholder,

Annual General Meeting 2022

I am pleased to enclose the Notice of Meeting for the twenty-second Annual General Meeting (AGM) of GlaxoSmithKline plc (the company). The AGM will be held on Wednesday 4 May 2022 at 2.30pm at the Sofitel London Heathrow, Terminal 5, London Heathrow Airport, TW6 2GD and will also be broadcast live for you to join electronically. Full details on how you can attend or participate are set out at the end of this Notice.

Business of the AGM

Included in the business of the AGM are the usual resolutions to receive and adopt the Directors' Report and the Financial Statements for 2021, to approve the Annual report on remuneration for the year ended 31 December 2021, to approve a new Remuneration policy and to confirm the re-appointment of Directors and Deloitte LLP as the company's auditor.

Remuneration

Ahead of the demerger of the Consumer Healthcare business, the Board and the Remuneration Committee decided to review our Remuneration policy for GSK out of the usual three-year cycle to define the biopharma business' new approach to remuneration. The past four years have seen a period of significant transformation for GSK, the results of which are becoming evident as we seek to fundamentally address long-standing issues and prolonged Total Shareholder Return under-performance. The policy review has sought to ensure our remuneration arrangements only reward the delivery of the new ambitions and targets announced at our Investor Update in June 2021. Full details of the policy review together with our 2021 Remuneration Report can be found on pages 119 to 152 of our Annual Report 2021.

GSK Board

In terms of the Board, resolutions are proposed for the formal elections of Dr Anne Beal and Dr Harry (Hal) Dietz following their appointments as Non-Executive Directors on 6 May 2021 and 1 January 2022 respectively.

Anne brings extensive healthcare experience to the Board as a physician and entrepreneur, together with her passion for patient advocacy. Anne will succeed Lynn as Chair of the Corporate Responsibility Committee following the conclusion of the AGM.

Hal brings a wealth of experience in the field of human genetics to the Board which is central to GSK's approach to R&D. He is the Board's third designated Scientific and Medical Expert, and is a member of the Science Committee which supports the Board in its oversight and scrutiny of the Company's R&D strategy and annual performance targets.

Lynn Elsenhans, who has served on the Board for more than nine years, was due to retire following the conclusion of the AGM. However, I am pleased that she has agreed to remain on the Board until the planned demerger of the Consumer Healthcare business is concluded in mid-2022. This will help provide valuable continuity and support for the important work of the Board and the Committees on which she serves until separation. I would like to thank Lynn for her exceptional service to the company during her tenure and for agreeing to stay on the Board to see through the demerger.

Vindi Banga and Dame Vivienne Cox will stand for re-election at our AGM. On completion of the demerger of our Consumer Healthcare business, they will transition to become members of the Haleon Board, and step down from the GSK Board. I would like to thank them both for their service to the company during their tenure at GSK. I know they will each play an important role in providing continuity and in supporting Haleon as a publicly listed company.

Further appointments to the GSK Board are also expected prior to the demerger.

As announced on 19 January, Tony Wood will succeed Hal Barron as our Chief Scientific Officer (CSO) and Head of R&D on 1 August 2022. Hal will then transition from CSO to a non-independent Non-Executive Director with additional responsibilities to support R&D.

In accordance with the UK Corporate Governance Code (the Code) and the company's Articles of Association (the Articles), all Directors of the company will stand for re-election to the Board at the AGM and accordingly resolutions are proposed for their re-election. The biographies of all the Directors seeking election or re-election are set out in the explanatory notes to this Notice.

Special business

We are also asking you to approve the renewal of two of our all-employee share plans for UK eligible employees. We wish to continue to have use of these plans on substantially the same terms as currently apply. In addition, shareholders are asked to approve new Articles of Association which reflect changes introduced primarily to reflect developments in market practice and legal and regulatory requirements and to provide additional clarity to the company's current Articles of Association. An explanation of the principal changes can be found in the explanatory notes to this Notice.

Voting

Your vote is important to us and you are encouraged to vote either in advance of the AGM or on the day.

If you wish to vote in advance, you may appoint a proxy by completing and returning a Proxy Form. Alternatively, you may appoint a proxy electronically via www.shareview.co.uk, www.sharevote.co.uk or, if you hold your shares in CREST, via the CREST system. If you hold your shares through a nominee service, please contact the nominee service provider regarding its process and deadline for appointing a proxy.

Notice of your appointment of a proxy should reach Equiniti **by 2.30pm (UK time) on Friday 29 April 2022.**

Recommendation

Your Board believes that the resolutions contained in this Notice are in the best interests of the company and shareholders as a whole and recommends that you vote in favour of them, as your Directors intend to do in respect of their beneficial shareholdings.

Yours sincerely,

Sir Jonathan Symonds
Chair
GlaxoSmithKline plc

Registered in England & Wales
No. 3888792
Registered office:
980 Great West Road
Brentford
Middlesex TW8 9GS

GlaxoSmithKline plc Notice of Meeting

Notice is hereby given that the twenty-second AGM of GlaxoSmithKline plc will be held at the Sofitel London Heathrow, Terminal 5, London Heathrow Airport, TW6 2GD and electronically as set out on pages 28 to 32 on Wednesday 4 May 2022 at 2.30pm to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 21 to 23, 25 and 28, which will be proposed as special resolutions.

Ordinary Business

- 1 To receive and adopt the Directors' Report and the Financial Statements for the year ended 31 December 2021, together with the report of the auditor.
- 2 To approve the Annual report on remuneration for the year ended 31 December 2021.
- 3 To approve the Remuneration policy as set out in the Remuneration policy report in the Annual Report for the year ended 31 December 2021.
- 4 To elect Dr Anne Beal as a Director.
- 5 To elect Dr Harry C Dietz as a Director.
- 6 To re-elect Sir Jonathan Symonds as a Director.
- 7 To re-elect Dame Emma Walmsley as a Director.
- 8 To re-elect Charles Bancroft as a Director.
- 9 To re-elect Vindi Banga as a Director.
- 10 To re-elect Dr Hal Barron as a Director.
- 11 To re-elect Dame Vivienne Cox as a Director.
- 12 To re-elect Lynn Elsenhans as a Director.
- 13 To re-elect Dr Laurie Glimcher as a Director.
- 14 To re-elect Dr Jesse Goodman as a Director.
- 15 To re-elect Iain Mackay as a Director.
- 16 To re-elect Urs Rohner as a Director.
- 17 To authorise the Audit & Risk Committee to re-appoint Deloitte LLP as the auditor of the company to hold office from the end of the meeting to the end of the next meeting at which accounts are laid before the company.
- 18 To authorise the Audit & Risk Committee to determine the remuneration of the auditor.

Special Business

- 19 **Donations to political organisations and political expenditure (ordinary resolution)**

THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the Act), the company and all companies that are or become, at any time during the period for which this resolution has effect, subsidiaries of the company as defined in the Act, are authorised in aggregate to:

 - (a) make political donations, as defined in section 364 of the Act, to political parties and/or independent electoral candidates, as defined in section 363 of the Act, not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties, as defined in section 363 of the Act, not exceeding £50,000 in total; and

- (c) incur political expenditure, as defined in section 365 of the Act, not exceeding £50,000 in total,

in each case during the period beginning with the date of passing this resolution and ending at the end of the next AGM of the company to be held in 2023 (or, if earlier, at the close of business on 30 June 2023). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £100,000.

20 Authority to allot shares (ordinary resolution)

THAT the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Act, in substitution for all subsisting authorities, to exercise all powers of the company to allot shares in the company and to grant rights to subscribe for or convert any security into shares in the company up to an aggregate nominal amount of £423,613,805 which authority shall expire at the end of the next AGM of the company to be held in 2023 or, if earlier, at the close of business on 30 June 2023 (unless previously revoked or varied by the company in general meeting) save that under such authority the company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired.

21 General power to disapply pre-emption rights (special resolution)

THAT, subject to resolution 20 being passed, the Directors be and are hereby empowered to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the company as Treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of Treasury shares in connection with an offer of, or invitation to apply for, equity securities:
- (i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

but so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and

- (b) to the allotment of equity securities or sale of Treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £63,548,425,
- such power to expire at the end of the next AGM of the company to be held in 2023 (or, if earlier, at the close of business on 30 June 2023) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell Treasury shares) under any such offer or agreement as if the power had not expired.

22 Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment (special resolution)

THAT, subject to resolution 20 being passed, the Directors be and are hereby empowered in addition to any authority granted under resolution 21 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the company as Treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of Treasury shares up to a nominal amount of £63,548,425; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to expire at the end of the next AGM of the company to be held in 2023 (or, if earlier, at the close of business on 30 June 2023) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell Treasury shares) under any such offer or agreement as if the power had not expired.

23 Purchase of own shares by the company (special resolution)

THAT the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its own Ordinary Shares provided that the:

- (a) maximum number of Ordinary Shares hereby authorised to be purchased is 508,387,404;
- (b) minimum price, exclusive of expenses, which may be paid for each Ordinary Share is 25 pence;
- (c) maximum price, exclusive of expenses, which may be paid for each Ordinary Share shall be the higher of (i) an amount equal to 5% above the average market value for the company's Ordinary Shares for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue on which the purchase is carried out; and
- (d) authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next AGM of the company to be held in 2023 (or, if earlier, at the close of business on 30 June 2023), save that the company may, before such expiry, enter into a contract for the purchase of Ordinary Shares which would or might be completed wholly or partly after such expiry and the company may purchase Ordinary Shares pursuant to any such contract as if this authority had not expired.

24 Exemption from statement of the name of the senior statutory auditor in published copies of the auditor's reports (ordinary resolution)

THAT:

- (a) in accordance with section 506 of the Act, the name of the person who signs the auditor's reports to the company's members on the annual accounts and auditable reports of the company for the year ending 31 December 2022 as senior statutory auditor (as defined in section 504 of the Act) for and on behalf of the company's auditor, should not be stated in published copies of the reports (such publication being as defined in section 505 of the Act) and the copy of the reports to be delivered to the Registrar of Companies under Chapter 10 of Part 15 of the Act; and

- (b) the company considers on reasonable grounds that statement of the name of the senior statutory auditor would create or be likely to create a serious risk that the senior statutory auditor, or any other person, would be subject to violence or intimidation.

25 Reduced notice of a general meeting other than an AGM (special resolution)

THAT a general meeting of the company other than an AGM may be called on not less than 14 clear days' notice.

26 Approval of the GlaxoSmithKline plc Share Save Plan 2022 (ordinary resolution)

THAT:

- (a) the GlaxoSmithKline plc Share Save Plan 2022 (the Share Save Plan), the main terms of which are summarised in the explanatory notes to this Resolution set out on pages 19 to 23, be approved and the Directors be authorised to do all such acts and things necessary or desirable to establish and operate the Share Save Plan; and
- (b) the Directors be authorised to adopt further plans for the benefit of employees outside the UK, based on the Share Save Plan, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any savings made or shares made available under such further plans are treated as counting against any limits on individual and/or overall participation in the Share Save Plan.

27 Approval of the GlaxoSmithKline plc Share Reward Plan 2022 (ordinary resolution)

THAT:

- (a) the GlaxoSmithKline plc Share Reward Plan 2022 (the Share Reward Plan), the main terms of which are summarised in the explanatory notes to this Resolution set out on pages 19 to 23, be approved and the Directors be authorised to do all such acts and things necessary or desirable to establish and operate the Share Reward Plan; and
- (b) the Directors be authorised to adopt further plans for the benefit of employees outside the UK, based on the Share Reward Plan, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares acquired or made available under such further plans shall be treated as counting against any limits on individual and/or overall participation in the Share Reward Plan.

28 Approval of the adoption of new Articles of Association (special resolution)

THAT with effect from the conclusion of the meeting the draft Articles of Association in the form produced to the meeting and initialled by the Chair (for the purpose of identification) be adopted as the company's Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

By Order of the Board

Victoria Whyte
Company Secretary
28 March 2022

Registered in England & Wales
No. 3888792
Registered office:
980 Great West Road
Brentford
Middlesex TW8 9GS

Explanatory notes to the business of the AGM

Ordinary Business

Each of these resolutions will be proposed as an ordinary resolution. This means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1 – To receive and adopt the Directors' Report and the Financial Statements for 2021

For each financial year, the Directors must present the Directors' Report, the audited Financial Statements and the independent auditor's reports to shareholders at a general meeting.

Resolutions 2 and 3 – To approve the Annual report on remuneration and Remuneration policy

The company's 2021 Remuneration report comprises the Remuneration Committee Chair's Annual statement and the Annual report on remuneration (together, the Implementation Report).

Resolution 2 seeks shareholder approval for the Implementation Report which gives details of the implementation of the company's Remuneration policy in respect of the payments and share awards made to Directors in connection with their performance and that of the company during the year ended 31 December 2021. These details are set out on pages 119 to 142 of the 2021 Annual Report. The Implementation Report is prepared annually, and is subject to an advisory shareholder vote. The company's auditor, Deloitte, has audited those parts of the Remuneration report required to be audited and its report may be found on pages 156 to 167 of the 2021 Annual Report.

In line with the remuneration reporting regime, resolution 3 presents for approval our new Remuneration policy. This policy will replace the policy previously approved by shareholders at the AGM on 6 May 2020 and has been updated in light of current best practice, with the proposed changes designed to provide further alignment of Directors' remuneration with the long term future of GSK and the interests of shareholders. The policy can be found in the 2021 Annual Report on pages 143 to 152, which includes a summary of the changes proposed. Once this policy is approved, the company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the policy or has been approved by shareholders.

Resolutions 4-16 – To elect and re-elect Directors

The company's Articles require any Director newly appointed to the Board to retire at the first AGM after their appointment. The Board recommends that you elect as Directors Dr Anne Beal, who was appointed to the Board as a Director on 6 May 2021, and Dr Harry (Hal) C Dietz, who was appointed to the Board as a Director on 1 January 2022.

All of the other Directors of the company will stand for re-election to the Board in accordance with the Articles and the Code.

Following a formal evaluation process, the Chair is satisfied that each of the Directors standing for re-election continues to perform effectively and demonstrates commitment to their role, including commitment of time to Board and Committee meetings and their other duties.

Led by the Senior Independent Non-Executive Director, the Non-Executive Directors, without the Chair, considered the Chair's performance. They are satisfied that the Chair is performing effectively and demonstrates commitment to his role, including commitment of time to Board and Committee meetings and his other duties.

All of the current Non-Executive Directors are considered to be independent, with the exception of the Chair, who was considered to be independent on appointment. Lynn Elsenhans has served on the Board for more than nine years. She has indicated her willingness to serve as a Non-Executive Director until the planned demerger of the company's Consumer Healthcare business, and will retire from the Board after the demerger is completed. Given her length of

service, a rigorous review has been undertaken of her independence and commitment and the Board is satisfied that she continues to act with the utmost independence, despite her length of tenure. Vindi Banga, Vivienne Cox, Jesse Goodman and Urs Rohner will all have served on the Board for more than six years during the course of 2022. Given their length of service, a rigorous review has been undertaken of their independence and commitment and the Board is satisfied that all continue to act with the utmost independence, despite their length of tenure.

In accordance with our CSO transition process, the Board has determined that Dr Hal Barron will be a non-independent Non-Executive Director with effect from 1 August 2022. This is due to his prior service as an Executive Director of the company. The Board will continue to comprise a majority of independent Non-Executive Directors from that date.

The biographies below summarise each Director's skills and experience and set out the specific reasons why each Director is, and continues to be, important to the sustainability of the company's long-term success.

Biography of the Directors standing for election

Dr Anne Beal, Independent Non-Executive Director

Anne was appointed to the Board as an Independent Non-Executive Director on 6 May 2021.

Skills and experience: Anne brings extensive healthcare experience to the Board as a physician and entrepreneur combined with a passion for patient advocacy. She is a recognised health policy expert in the development of global and national programmes for improving healthcare access for all patient groups and in ensuring the voice of patients is reflected in research programmes.

Prior to her current roles, Anne spent six years at Harvard Medical School and Massachusetts General Hospital, where she was an instructor in paediatrics. She has also held leadership roles at the Commonwealth Fund and the Aetna Foundation. Anne was previously Deputy Executive Director and Chief Engagement Officer for The Patient-Centered Outcomes Research Institute in the U.S. and Chief Patient Officer and Global Head of Patient Solutions at Sanofi.

External appointments: Founder and CEO, AbsoluteJOI Skincare; Board Member, AcademyHealth; Board Member, Prolacta Bioscience.

Committee Memberships: Member – Corporate Responsibility Committee (Chair Designate) and Audit & Risk Committee.

Dr Harry (Hal) C Dietz, Independent Non-Executive Director and Scientific & Medical Expert

Hal was appointed to the Board as an Independent Non-Executive Director and designated Scientific & Medical Expert on 1 January 2022.

Skills and experience: Hal brings extensive experience in the field of human genetics which is central to GSK's approach to R&D. He is a former President of the American Society of Human Genetics and is recognised as the world's leading authority on a genetic disorder known as Marfan Syndrome. He also brings experience in development of novel therapies, through his role as Founder of and Scientific Adviser to Blade Therapeutics, a biopharmaceutical company focused on disease-modifying treatments for fibrotic and neurodegenerative diseases. In total, Hal has authored 282 original publications in peer-reviewed journals across his career.

As a physician scientist, he has dedicated his entire career to the care and study of individuals with heritable connective tissue disorders with primary perturbations of extracellular matrix homeostasis and function. His lab has identified the genes for many of these conditions, for which he uses model systems to elucidate disease mechanisms.

Hal has received multiple prestigious awards including the Curt Stern Award from the

American Society of Human Genetics, the Colonel Harland Sanders Lifetime Achievement Award in Medical Genetics, the Taubman Prize for excellence in translational medical science, the Harrington Prize from the American Society for Clinical Investigation and the Harrington Discovery Institute, the Pasarow Award in Cardiovascular Research, the InBev-Baillet Latour Health Prize from the country of Belgium, and the Research Achievement Award from the American Heart Association.

He is an inductee of the American Society for Clinical Investigation, American Association for the Advancement of Science, Association of American Physicians, National Academy of Medicine, and National Academy of Sciences.

External appointments: Victor A. McKusick Professor of Paediatrics, Medicine, and Molecular Biology & Genetics in the Department of Genetic Medicine, The Johns Hopkins University School of Medicine; Investigator, Howard Hughes Medical Institute; Founder and Scientific Advisor, Blade Therapeutics; Consultant and Chair of Scientific Advisory Board, Aytu Biopharma; Independent Chair, GSK's Human Genetics Scientific Advisory Board.

Committee memberships: Member – Science Committee.

Biographies of the Directors standing for re-election

Sir Jonathan Symonds, Non-Executive Chair

Jon was appointed to the Board as Chair on 1 September 2019.

Skills and experience: Jon has extensive international financial, life sciences and governance experience.

Jon served as an Independent Non-Executive Director of HSBC Holdings plc from April 2014, and as Deputy Group Chairman from August 2018, until his retirement from the Board in February 2020. He was previously Chairman of HSBC Bank plc, Chief Financial Officer of Novartis AG, Partner and Managing Director of Goldman Sachs, Chief Financial Officer of AstraZeneca plc, and a Partner at KPMG. His governance experience includes roles as Non-Executive Director and Chair of the Audit Committees of Diageo plc and QinetiQ Group plc and Non-Executive Chair of Proteus Digital Health Inc.

Jon is a Fellow of the Institute of Chartered Accountants in England and Wales

External appointments: Non-Executive Director, Rubius Therapeutics, Inc; Non-Executive Director, Genomics England Limited having previously served as its Chairman; Member, European Round Table for Industry; Senior Advisor to Chatham House.

Committee Memberships: Chair – Nominations & Corporate Governance Committee.

Dame Emma Walmsley, Chief Executive Officer

Emma was appointed to the Board as Chief Executive Officer Designate on 1 January 2017 and became Chief Executive Officer on 1 April 2017.

Skills and experience: Prior to her appointment as GSK's CEO, Emma was the CEO of GSK Consumer Healthcare, a Joint Venture between GSK and Novartis, from its creation in March 2015. Emma joined GSK in 2010 from L'Oreal, having worked for 17 years in a variety of roles in Paris, London, New York and Shanghai. Emma was previously a Non-Executive Director of Diageo plc.

Emma holds an MA in Classics and Modern Languages from Oxford University.

External appointments: Independent director, Microsoft, Inc.

Charles Bancroft, Independent Non-Executive Director

Charlie was appointed to the Board as an Independent Non-Executive Director on 1 May 2020.

Skills and experience: Charlie has a wealth of financial and management experience in global biopharma.

Charlie retired from a successful career at Bristol Myers Squibb (BMS) in March 2020 where he held a number of leadership roles in commercial, strategy and finance. Beginning his career at BMS in 1984, he held positions of increasing responsibility within the finance organisation and had commercial operational responsibility for Latin America, Middle East, Africa, Canada, Japan and several Pacific Rim countries.

He was appointed Chief Financial Officer in 2010, Chief Financial Officer and Executive Vice President, Global Business Operations in 2016 and Executive Vice President and Head of Integration and Strategy & Business Development in 2019. Charlie successfully steered BMS through a period of strategic transformation, including its recent \$74bn acquisition of Celgene. Charlie also served as a member of the Board of Colgate-Palmolive Company from 2017 until March 2020.

External appointments: Board Member, Kodiak-Sciences Inc; Board Member, BioVector Inc; Advisory Board Member, Drexel University's LeBow College of Business.

Committee Memberships: Chair – Audit & Risk Committee.

The Board determined that Charlie has recent and relevant financial experience and agreed that he has the appropriate qualifications and background to be an audit committee financial expert.

Manvinder Singh (Vindi) Banga, Senior Independent Non-Executive Director

Vindi was appointed to the Board as an Independent Non-Executive Director on 1 September 2015 and as Senior Independent Director on 5 May 2016.

Skills and experience: Vindi has many years of commercial experience and a track record of delivering outstanding performance in highly competitive global consumer-focused businesses.

Prior to joining GSK, Vindi spent 33 years at Unilever plc, where his last role (amongst several senior positions) was President of the Global Foods, Home and Personal Care businesses, and a member of the Unilever Executive Board. Vindi sat on the Prime Minister of India's Council of Trade & Industry from 2004 to 2014 and was on the Board of Governors of the Indian Institute of Management (IIM), Ahmedabad. Vindi is also the recipient of the Padma Bhushan, one of India's highest civilian honours. Vindi has been a Non-Executive Director of the Confederation of British Industry (CBI) and Thomson Reuters Corp, Chairman of the Supervisory Board of Mauser Group, Chairman of Kalle GmbH, Director of High Ridge Brands LLC, Member of the Indo UK CEO Forum, and Senior Independent Director of Marks & Spencer Group plc.

External appointments: Partner, Clayton Dubilier & Rice; Non-Executive Director, The Economist Newspaper Limited; Member, Holdingham International Advisory Board; Board Member, International Chamber of Commerce United Kingdom; Member, Governing Board of the Indian School of Business, Hyderabad; Member, Global Leadership Council of Saïd Business School, Oxford; Chair of the Board of Trustees, Marie Curie; Chairman, UK Government Investments.

Committee Memberships: Member – Audit & Risk Committee, Nominations & Corporate Governance Committee, Remuneration Committee.

Dr Hal Barron, Chief Scientific Officer and President, R&D

Hal joined GSK and was appointed to the Board as Chief Scientific Officer and President, R&D on 1 January 2018.

Skills and experience: Prior to joining GSK, Hal was President, R&D at Calico LLC (California Life Company), an Alphabet-funded company that uses advanced technologies to increase understanding of lifespan biology. Prior to this, Hal was Executive Vice President, Head of Global Product Development, and Chief Medical Officer of Roche, responsible for all the products in the combined portfolio of Roche and Genentech. At Genentech, he was Senior Vice President of Development and Chief Medical Officer. Hal was a Non-Executive Director and Chair of the Science & Technology Committee at Juno Therapeutics, Inc until March 2018,

when it was acquired by Celgene Corporation. Hal previously served as a Non-Executive Board Director of GRAIL, Inc and an Advisory Board Member of Verily Life Sciences LLC.

As announced on 19 January 2022 Tony Wood will succeed Hal as CSO and Head of R&D with effect from 1 August 2022. From that date, Hal will transition to a non-independent Non-Executive Director with additional responsibilities to support R&D.

External appointments: Non-Executive Director of Altos Labs Inc; Associate Adjunct Professor, Epidemiology & Biostatistics, University of California, San Francisco.

Dame Vivienne Cox, Independent Non-Executive Director and Workforce Engagement Director

Vivienne was appointed as an Independent Non-Executive Director on 1 July 2016 and as Workforce Engagement Director on 1 January 2019.

Skills and experience: Vivienne has wide experience of business gained in the energy, natural resources and publishing sectors. She also has a deep understanding of regulatory organisations and government.

Vivienne worked for BP plc for 28 years, in Britain and Continental Europe, in posts including Executive Vice President and Chief Executive of BP's gas, power and renewable business and its alternative energy unit. Vivienne was previously a Non-Executive Director of BG Group plc and Rio Tinto plc, the Senior Independent Director of Pearson plc, Chairman of the Supervisory Board of Vallourec and the Lead Independent Director at the UK Government's Department for International Development. Vivienne was made a Dame Commander of the Order of the British Empire (DBE) in the 2022 UK New Year's Honours List for services to sustainability, diversity, and inclusion in business.

External appointments: Chair, Victrex plc; Non-Executive Director, Stena AB; Advisory Board Member, African Leadership Institute; Vice President, Energy Institute; Advisory Board Member, Montrose Associates; Investment Advisor, QantX Ventures; Chair, Rosalind Franklin Institute; Vice Chair, Saïd Business School, Oxford and Member of its Global Leadership Council; Patron, Hospice of St Francis.

Committee Memberships: Member – Corporate Responsibility Committee, Remuneration Committee.

Lynn Elsenhans, Independent Non-Executive Director

Lynn was appointed as an Independent Non-Executive Director on 1 July 2012.

Skills and experience: Lynn has a wealth of experience of running a global business and significant knowledge of the global markets in which GSK operates.

Lynn served as Chair, President and Chief Executive Officer of Sunoco Inc from 2009 to 2012. Prior to joining Sunoco in 2008 as President and Chief Executive Officer, Lynn worked for Royal Dutch Shell, which she joined in 1980, and where she held a number of senior roles, including Executive Vice President, Global Manufacturing from 2005 to 2008. Lynn was previously a Non-Executive Director of the First Tee of Greater Houston, Flowserve Corporation, the Texas Medical Center, and a Trustee of the United Way of Greater Houston.

External appointments: Non-Executive Director and Chair of the Governance and Corporate Responsibility Committee, Baker Hughes Company; Board Director and Chair of the Audit Committee, Saudi Aramco; Advisory Board Member, Johns Hopkins University Whiting School of Engineering; Member, Audit Committee Leadership Network.

Committee Memberships: Chair – Corporate Responsibility Committee; Member – Audit & Risk Committee, Nominations & Corporate Governance Committee.

Dr Laurie Glimcher, Independent Non-Executive Director and Scientific & Medical Expert

Laurie was appointed as an Independent Non-Executive Director and designated Scientific & Medical Expert on 1 September 2017.

Skills and experience: Laurie brings scientific and public health expertise to the Board's deliberations, and a wealth of global, publicly listed pharmaceutical business experience.

In addition to a number of senior leadership positions held at both Harvard Medical School and Harvard School of Public Health, Laurie has also served as Stephen and Suzanne Weiss Dean and Professor of Medicine at Weill Cornell Medical College and as an Attending Physician at the New York Presbyterian Hospital/Weill Cornell Medical Center. Laurie stepped down from the Board of Bristol-Myers Squibb (BMS) in 2017 after serving for 20 years on its Board. Laurie was previously a Non-Executive Director of the Waters Corporation and co-founder and Chair of the Scientific Advisory Board of Quentis Therapeutics Inc.

External appointments: Professor of Medicine, Harvard Medical School; CEO, President and an Attending Physician, Dana-Farber Cancer Institute; Member, US National Academy of Sciences and the National Academy of Medicine; Member, Scientific Steering Committee of the Parker Institute for Cancer Immunotherapy; Independent Director, Analog Devices Inc; Director and Member of the Executive Committee, Breakthrough Cancer; Member, Scientific Advisory Boards of Repare Therapeutics Inc, Abpro Therapeutics, Kaleido Biosciences Inc, BioCentury Inc and Stand Up 2 Cancer.

Committee Memberships: Member – Audit & Risk Committee, Science Committee

Dr Jesse Goodman, Independent Non-Executive Director and Scientific & Medical Expert

Jesse was appointed as an Independent Non-Executive Director and designated Scientific & Medical Expert on 1 January 2016.

Skills and experience: Jesse brings scientific and public health expertise to the Board's deliberations. He has a wealth of experience spanning science, medicine, vaccines, regulation and public health, and has a proven record in addressing pressing public health needs from both the academic and federal sectors.

Jesse previously served in senior leadership positions at the US Food and Drug Administration (FDA), including most recently as the FDA's Chief Scientist and previously as Deputy Commissioner for Science and Public Health and as Director of the Center for Biologics Evaluation and Research (CBER).

Jesse played a leadership role in developing the FDA's Regulatory Science and Medical Countermeasures Initiatives and has worked collaboratively with industry, academia, government and global public health and regulatory partners to prepare for and respond to major public health threats, including emerging infectious diseases, disasters and terrorism. He led the FDA's response to West Nile Virus and to the 2009 H1N1 influenza pandemic and served on the Senior Leadership Team for the 2010 White House Medical Countermeasure Review. Jesse was previously a member of both the Scientific Advisory Committee and the Regulatory and Legal Working Group of the Coalition for Epidemic Preparedness Innovations (CEPI).

External appointments: Professor of Medicine and Attending Physician, Infectious Diseases, Georgetown University and directs the Georgetown University Center on Medical Product Access, Safety and Stewardship (COMPASS); Board Member (formerly President), United States Pharmacopeia (USP); Board Member, Scientific Counselors for Infectious Diseases, Centers for Disease Control and Prevention (CDC); Board Member, Intellia Therapeutics Inc; Member, US National Academy of Medicine; Board Member, Adaptive Phage Therapeutics, Inc.

Committee Memberships: Chair – Science Committee; Member – Corporate Responsibility Committee.

Iain Mackay, Chief Financial Officer

Iain joined GSK and was appointed to the Board as Chief Financial Officer Designate on 14 January 2019. He became Chief Financial Officer on 1 April 2019.

Skills and experience: Prior to joining GSK, Iain was Group Finance Director at HSBC Holdings plc, a position he held for eight years. A chartered accountant, Iain has lived and

worked in Asia, the US and Europe and before HSBC was at General Electric, Schlumberger Dowell and Price Waterhouse. Iain was previously a Trustee of the British Heart Foundation and Chair of its Audit and Risk Committee.

Iain holds an MA in Business Studies and Accounting and holds an Honorary Doctorate from Aberdeen University in Scotland.

Iain is a member of the Institute of Chartered Accountants of Scotland.

External appointments: Member, Court of the University of Aberdeen and Chair of its Remuneration Committee; Member, The 100 Group and Chair of its Stakeholder Communications and Reporting Committee.

Urs Rohner, Independent Non-Executive Director

Urs was appointed as an Independent Non-Executive Director on 1 January 2015.

Skills and experience: Urs has a broad business, banking and legal background and extensive senior level experience at multinational companies.

Urs has served as Chairman on a number of Boards, most recently for Credit Suisse Group from 2011 until April 2021. Prior to joining Credit Suisse in 2004, Urs served as Chairman of the Executive Board and CEO of ProSieben and ProSiebenSat.1 Media AG. This followed a number of years in private practice at major law firms in Switzerland and the US, having been admitted to the bars of the canton of Zurich in Switzerland in 1986 and the state of New York in the US in 1990.

External appointments: Member, International Advisory Board, Investcorp; Chair, Vega Cyber Associates AG.

Committee Memberships: Chair – Remuneration Committee; Member – Nominations & Corporate Governance Committee.

Year of original election at AGM

Lynn Elsenhans	2013
Urs Rohner	2015
Vindi Banga and Dr Jesse Goodman	2016
Dame Vivienne Cox and Emma Walmsley	2017
Dr Hal Barron and Dr Laurie Glimcher	2018
Iain Mackay	2019
Charles Bancroft and Sir Jonathan Symonds	2020

All the Non-Executive Directors have letters of appointment rather than service contracts. Emma Walmsley, Dr Hal Barron and Iain Mackay have service contracts with notice periods of 12 months. The Non-Executive Directors' letters of appointment and Executive Directors' service contracts are available for inspection as specified in note (k) on page 27.

In addition Dr Barron has a Letter of Appointment which will govern his service as a non-independent Non-Executive Director with effect from 1 August 2022.

Resolutions 17 and 18 – To authorise the Audit & Risk Committee to re-appoint Deloitte LLP as auditor to the company and to determine its remuneration

The company is required to appoint auditors at every general meeting at which accounts are presented to shareholders. Deloitte has indicated that it is willing to continue as the company's auditor for a further year. The Audit & Risk Committee has reviewed Deloitte's effectiveness and the effectiveness of the audit process and recommends its re-appointment. You are asked to authorise the Audit & Risk Committee to re-appoint Deloitte and, following normal practice, to authorise the Audit & Risk Committee to determine its remuneration. Details of the company's policy with regard to the appointment of auditors, tendering the audit contract, the allocation of non-audit work and details of work undertaken by the auditor and its remuneration are given in our 2021 Annual Report, which can be viewed on www.gsk.com.

Special Business

For a resolution proposed as a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 19 – Donations to political organisations and political expenditure (ordinary resolution)

The GlaxoSmithKline group (the Group), introduced a global policy to voluntarily stop making political donations with effect from 1 January 2009.

The Companies Act 2006 (the Act) requires companies to obtain shareholder approval before they can make donations to EU political parties, other political organisations or independent election candidates, or incur EU political expenditure. The company does not make and does not intend to make donations to political parties, other political organisations or independent election candidates, nor does it incur, or intend to incur, EU political expenditure, within the ordinary meaning of those words. However, the definitions of political donations, political expenditure and political organisations used in the Act are very wide. In particular, the definition of political organisations may extend to bodies such as those concerned with policy review, law reform, the representation of the business community and special interest groups such as those concerned with the environment, which the company and its subsidiaries might wish to support. As a result, the definitions may cover legitimate business activities not in the ordinary sense considered to be political donations or political expenditure.

Such activities are not designed to support any political party or independent election candidate or to influence public support for any political party or independent election candidate. The authority which the Board is requesting is a precautionary measure to ensure that the company and its subsidiaries do not inadvertently breach the Act, and will be capped at £100,000 for the next year.

No payments have been made under previous authorities given in this regard.

Resolution 20 – Authority to allot shares (ordinary resolution)

This resolution would give the Directors authority to allot unissued share capital with a nominal value of up to £423,613,805 (representing 1,694,455,220 Ordinary Shares) which, as at 14 March 2022, being the latest practicable date prior to the publication of this Notice (the Latest Practicable Date), represented approximately 33.33% of the issued share capital of the company (excluding Treasury shares).

The authority sought under this resolution will expire on the earlier of close of business on 30 June 2023 (being the last date by which the company must hold an AGM in 2023) and the conclusion of the AGM to be held by the company in 2023.

The Directors have no present intention to exercise the authority sought under this resolution, except to fulfil the company's obligations under its employee share plans.

Resolutions 21 and 22 – Disapplication of pre-emption rights (special resolutions)

Resolutions 21 and 22 would give the Directors power to allot equity securities (or sell any equity securities which the company holds in Treasury) for cash without first offering them to existing shareholders in proportion to their existing holdings for up to a maximum of 10% of the company's issued share capital (excluding Treasury shares) only.

The power set out in resolution 21 would be, similar to previous years, limited to (i) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Directors otherwise consider necessary, or (ii) otherwise up to an aggregate nominal amount of £63,548,425 (representing 254,193,700 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital (excluding Treasury shares) as at the Latest Practicable Date.

Resolution 22 is intended to give the company flexibility to make non-pre-emptive issues of Ordinary Shares in connection with acquisitions and other specified capital investments as contemplated by the Pre-Emption Group's Statement of Principles (the Pre-Emption Principles). The power under resolution 22 is in addition to that proposed by resolution 21 and would be limited to allotments or sales of up to an aggregate nominal amount of £63,548,425 (representing 254,193,700 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital (excluding Treasury shares) as at the Latest Practicable Date.

These disapplication authorities are in line with the authority sought at the 2021 AGM, and with institutional shareholder guidance, in particular the Pre-Emption Principles. The Pre-Emption Principles were revised in 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the company's issued Ordinary Share capital, provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. In May 2016, the Pre-Emption Group recommended that this additional 5% authority be sought in a separate resolution, which is the approach that the company has again taken this year.

As noted in relation to resolution 20 above, there are no current plans to allot shares pursuant to the authority under resolution 20 except in connection with the company's employee share plans. However, the Directors wish to ensure that the company has maximum flexibility in managing the Group's capital resources. The Directors do not intend to issue pursuant to the authority under resolution 20 shares representing more than 7.5% of the issued share capital of the company on a non-pre-emptive basis in any rolling three-year period without prior consultation with shareholders (save as permitted in connection with an acquisition or specified capital investment as described above).

The powers under resolutions 21 and 22 will expire on the earlier of close of business on 30 June 2023 (being the last date by which the company must hold an AGM in 2023) and the conclusion of the AGM to be held by the company in 2023.

Resolution 23 – Purchase of own shares by the company (special resolution)

This resolution seeks authority for the company to make market purchases of its own Ordinary Shares. In certain circumstances it may be advantageous for the company to purchase its own shares and the Directors consider it to be desirable for this general authority to be available to provide flexibility in the management of the company's capital resources. Purchases of the company's own shares will be made only if to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally. You are asked to consent to the purchase by the company of up to a maximum of 508,387,404 Ordinary Shares, which, as at the Latest Practicable Date, represented just less than 10% of the company's issued share capital (excluding Treasury shares). The authority sought under this resolution will expire on the earlier of close of business on 30 June 2023 (being the last date by which the company must hold an AGM in 2023) and the conclusion of the AGM to be held by the company in 2023. The maximum price which may be paid for an Ordinary Share will be the higher of (i) 105% of the average middle market quotations for the five business days preceding the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue on which the purchase is carried out. The minimum price which may be paid for an Ordinary Share is 25 pence. The company may either retain any of its own shares which it has purchased as Treasury shares with a view to possible re-issue at a future date or use them to satisfy awards under employee share plans or cancel them. Holding the shares as Treasury shares gives management the ability to re-issue them quickly and cost-effectively and would provide the company with additional flexibility in the management of its capital base.

In any event the company confirms that it does not currently intend to make any market purchases in 2022. This authority is being sought to preserve flexibility to do so should there be a change in circumstances. The company will review the potential for future share buybacks during 2023 in line with its usual annual cycle and subject to return and ratings criteria.

The total number of options over Ordinary Shares outstanding as at the Latest Practicable Date, was approximately 6 million, representing approximately 0.12% of the issued share capital (excluding Treasury shares). If the authority to buy back shares under this resolution was exercised in full, the total number of options to subscribe for Ordinary Shares outstanding as at the Latest Practicable Date would, assuming no further Ordinary Shares are issued, represent approximately 0.13% of the issued share capital (excluding Treasury shares).

Resolution 24 – Exemption from statement of the name of the senior statutory auditor in published copies of the auditor’s reports (ordinary resolution)

The Act requires that each and every copy of the auditor’s report to the company’s shareholders on the Annual Report, and other auditable reports, which are published by or on behalf of the company, must state, where the company’s auditor is a firm, the name of the person who signed them in their own name as senior statutory auditor in relation to the audit, for and on behalf of the auditor. However, the Act provides an exemption from this requirement if the company considers on reasonable grounds that statement of the individual’s name would create, or be likely to create, a serious risk that they or any other person would be subject to violence or intimidation.

For many years, the company and its legacy companies, together with its employees, have been the focus of protests by various animal protection groups, some of which have engaged in aggressive, abusive and hostile acts. The Directors therefore believe that it is appropriate that the company should seek to utilise the confidentiality afforded to the senior statutory auditor of the company’s auditor under the Act. This resolution therefore seeks shareholder approval for the auditor’s reports for the financial year ending 31 December 2022 to omit the name of the senior statutory auditor. The company would give notice to the Secretary of State in the appropriate format if this resolution is passed.

Resolution 25 – Reduced notice of a general meeting other than an AGM (special resolution)

This resolution seeks to renew an authority granted at last year’s AGM to allow the company to call general meetings other than an AGM on 14 clear days’ notice. Changes made to the Act by The Companies (Shareholders’ Rights) Regulations 2009 (the Shareholders’ Rights Regulations) increase the notice period required for general meetings of the company to 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs will continue to be held on at least 21 clear days’ notice.

Before the Shareholders’ Rights Regulations came into force on 3 August 2009, the company was able to call general meetings other than an AGM on 14 clear days’ notice without obtaining such shareholder approval. Resolution 25 seeks to preserve this ability. If passed, this resolution will enable the company to retain maximum flexibility to seek shareholder approval for any future changes or transactions that may require such approval. The resolution will be effective until the company’s next AGM, when it is intended that a similar resolution will be proposed.

The company confirms that it will give as much notice as practicable, and in particular that it will endeavour to give at least 14 working days’ notice when calling a general meeting. The company envisages that this authority would only be used in circumstances where a shorter notice period would in the Board’s opinion be to the advantage of shareholders as a whole, and where flexibility is merited by the nature of the business of the meeting. Shareholders should note that if the company calls a general meeting on less than 21 clear days’ notice, the company will provide a means for all shareholders to vote electronically for that meeting.

Resolutions 26 and 27 – Approval of all-employee share plans (ordinary resolutions)

These resolutions seek approval to adopt new plans on substantially the same terms as the existing GlaxoSmithKline plc ShareSave Plan 2012 and GlaxoSmithKline plc ShareReward Plan 2012, in each case for a further 10 years. The rules of the new plans have been updated where necessary for changes in legislation, best practice and market developments.

A summary of the principal terms of the plans are set out below.

Share Save Plan

Type of plan

The Share Save Plan is an all-employee share option plan established by the company which has been designed to meet HMRC requirements so that UK employees can acquire ordinary fully paid shares in the company (Shares) in a tax-efficient manner.

Eligibility

Each time the Board decides to issue an invitation to employees to participate in the Share Save Plan, all employees (including Executive Directors) of the company and its subsidiaries (the Group) participating in the Share Save Plan, where those employees are UK resident taxpayers, must be offered the opportunity to participate. Other employees of the Group may be permitted to participate at the Board's discretion. Employees who are invited to participate must have completed any specified minimum qualifying period of employment (as determined by the Board in line with the relevant legislation, which currently may not exceed five years) before they can participate. There is currently no specified qualifying period.

Savings contract

Under the Share Save Plan, eligible employees must enter into a linked savings contract to make savings over a period of three or five years. The Board has discretion to set the length of the savings contract to between three and/or five years. Monthly savings by a participant under all savings contracts linked to options granted under any tax-advantaged savings-related share option plan may not exceed the statutory maximum, which is currently set at £500 per month. The Board may set a lower limit in relation to any particular grant. At the end of the savings contract, participants may either withdraw their savings on a tax-free basis or use their savings (plus any interest or bonus) to acquire Shares.

Option price

The Board sets the option price which must not be manifestly less than 80% of the market value of a Share on the business day before the date of invitation, or on the date specified in the invitation, or the average market value over the three preceding business days before the date of invitation.

Exercise of options

Options can normally only be exercised within six months of the date on which any bonus becomes payable under the terms of the savings contract. Options not exercised by the end of this period will lapse.

Leaving employment

Generally, an option will lapse on the date the eligible employee ceases to hold office or employment. This is subject to exceptions.

Where a participant ceases to hold office or employment because of injury, disability, redundancy, retirement or the sale of the individual's employing company or business out of the Group, their option may be exercised within six months after the participant's cessation of office or employment. If a participant ceases to hold office or employment more than three years since the option was granted, their option may be exercised within six months after the participant's cessation of office or employment provided the reason for the cessation is not misconduct. If a participant dies, their option may be exercised within one year by their personal representatives.

Corporate events

On a take-over, scheme of arrangement, compulsory acquisition or certain other corporate reorganisations, options can generally be exercised early to the extent of the savings made up to the date of the corporate event. Alternatively, participants may be permitted to exchange their options for options over shares in the acquiring company.

Operation of the Share Save Plan

Invitations may only be made under the Share Save Plan in the 42 days following: (a) the first dealing day after the announcement of the company's results for any period; (b) the day on which changes to the legislation or regulations affecting the Share Save Plan are announced or such legislation comes into force; (c) the day on which a new HMRC-approved savings contract is announced; or (d) to the extent that share dealing restrictions apply in any of the preceding three periods, the dealing day on which such dealing restrictions are lifted, unless the Board determines that exceptional circumstances exist which justify the issue of invitations under the Share Save Plan at another time.

Adjustments

In the event of a variation in the company's share capital, the Board may adjust the number of Shares subject to options and/or the option price applicable to options in such manner as it considers appropriate and as is permitted by the Share Save legislation.

Rights attached to shares

Options granted under the Share Save Plan will not confer shareholder rights on a participant until that participant has exercised their option and received the underlying Shares. Any Shares issued will rank equally with other Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Share Reward Plan

Type of plan

The Share Reward Plan is an all-employee share ownership plan established by the company which has been designed to meet HMRC requirements so that Shares can be awarded to UK employees in a tax-efficient manner.

Eligibility

Each time the Board decides to make an award under the Share Reward Plan, all employees (including Executive Directors) of the company and its subsidiaries (the Group) participating in the Share Reward Plan, where those employees are UK resident taxpayers, must be offered the opportunity to participate. Other employees of the Group may be permitted to participate at the Board's discretion. Employees who are invited to participate must have completed any specified minimum qualifying period of employment (as determined by the Board in line with the relevant legislation, which currently may not exceed 18 months) before they can participate. There is currently no specified qualifying period.

Grant of Share Reward awards

Eligible employees may be: (a) awarded free Shares up to a value of £3,600 (Free Shares) each year; (b) offered the opportunity to buy Shares up to a maximum value of the lesser of £1,800 and 10% of their pre-tax salary each year (Partnership Shares); (c) given up to two free Shares (Matching Shares) for each Partnership Share bought; and/or (d) allowed or required to purchase Shares using dividends received on Shares held in the Share Reward Plan (Dividend Shares). The Board may change these limits in the future should the relevant legislation change the maximum levels of participation referred to above. At present, participants are offered Partnership Shares and Matching Shares, and the current intention is that this should continue.

Share Reward trust

The Share Reward Plan operates through a UK-resident trust (the Trust). The trustee of the Trust acquires the Shares that are awarded to or purchased on behalf of participants. A participant will be the beneficial owner of any Shares held on their behalf by the trustee of the Trust.

Partnership shares

The Board may allow a participant to use pre-tax salary to buy Partnership Shares at their then market value. Once acquired, Partnership Shares may be withdrawn from the Trust by the participant at any time, but there will be an income tax liability if the shares are withdrawn from the Trust within five years.

Participants can stop saving at any stage. The participants' contributions may be used to buy Partnership Shares immediately or may be accumulated for up to 12 months before they are used to buy Shares.

Matching shares

The Board may, in its discretion, offer free Matching Shares to a participant who has purchased Partnership Shares. At present, a one for one matching award is offered. There is a holding period of between three and five years (or such other period as may be permitted by the relevant legislation from time to time) during which the participant cannot withdraw the Matching Shares from the Trust, unless the participant ceases to be employed by the Group. The precise duration of this holding period will be determined by the Board each time Matching Shares are awarded. There will be no income tax liability if the Matching Shares are held in the Trust for five years. The Board, in its discretion, may provide that the Matching Shares will be forfeited if the participant ceases to be employed by the Group other than because of death, retirement, injury, disability, redundancy, a TUPE transfer or the sale of the individual's employing company or business out of the Group (each a Good Leaver Reason) or if the related Partnership Shares are withdrawn from the Trust.

Free shares

There will be a holding period of between three and five years (or such other period as may be permitted by the relevant legislation from time to time) during which the participant cannot withdraw the Free Shares from the Trust unless the participant ceases to be employed by a member of the Group. The precise duration of this holding period will be determined by the Board each time Free Shares are awarded. There will be no income tax liability if the Free Shares are held in the Trust for five years. The Board, in its discretion, may provide that the Free Shares will be forfeited if the participant ceases to be employed by the Group other than for a Good Leaver Reason. Free Shares must generally be offered to all eligible employees on similar terms, and the award may be subject to performance measures. Similar terms means the terms may only be varied by reference to remuneration, length of service or hours worked.

Reinvestment of dividends

The Board may allow or require a participant to reinvest (and acquire Shares with) the whole or part of any dividends paid on Shares held in the Trust on their behalf. Dividend Shares must be held in the Trust for no less than three years, unless the participant ceases to be employed by the Group. If the Dividend Shares are withdrawn from the Trust within three years of being awarded and an exemption does not apply, the dividend used to purchase the Shares will be subject to income tax.

Voting rights

Participants may be offered the opportunity to direct the trustee how to exercise the voting rights attached to the Shares held on their behalf. The trustee will not exercise the voting rights unless they receive the participants' instructions.

Corporate events

In the event of a general offer being made to the company's shareholders (or a similar takeover event taking place), participants will be able to direct the trustee as to how to act in relation to their Shares held in the Share Reward Plan. In the event of an internal reorganisation of the Group, any Shares held by participants may be replaced by equivalent shares in a new holding company.

Operation of the Share Reward Plan

Free Shares may only be awarded under the Share Reward Plan in the 42 days following: (a) the first dealing day after the announcement of the company's results for any period; (b) the day on which changes to the legislation or regulations affecting the Share Reward Plan are announced or such legislation comes into force; (c) the day on which Shares are first admitted to any stock exchange nominated by the Board; or (d) to the extent that share dealing restrictions apply in any of the preceding three periods, the dealing day on which such dealing restrictions are lifted, unless the Board determines that exceptional circumstances exist which justify the award of Free Shares under the Share Reward Plan at another time.

Adjustments

Shares acquired on a variation of the share capital of the company will usually be treated in the same way as the Shares originally acquired or awarded under the Share Reward Plan in respect of which the rights were conferred and as if they were acquired or awarded at the same time.

Rights attached to shares

Any Shares issued to the trustee will rank equally with other Shares then in issue (except for rights arising by reference to a record time or date prior to the time or date of issue). In the event of a rights issue, participants will be able to direct the Trust as to how to act in respect of the Shares held in the Share Reward on their behalf.

Terms common to the Plans

Dilution limits

The Plans may operate over new issue Shares, treasury shares or Shares purchased in the market. Commitments to issue new Shares may not, when added to the total number of Shares which have been allocated in the previous 10 years under the existing Share Reward and Share Save Plans and any other employee share scheme operated by the company, on any day exceed 10% of the ordinary share capital of the company in issue immediately before that day. Shares transferred out of treasury will count towards these limits for so long as this is required under institutional shareholder guidelines. However, Shares purchased in the market and awards which are relinquished or lapse will be disregarded for the purposes of this limit.

Amendments

The Directors may, at any time, amend the terms of the Plans in any respect, although the prior approval of the company's shareholders must be obtained in the case of any amendment to the advantage of eligible employees and/or participants concerning the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, awards, the adjustments that may be made in the event of any variation to the share capital of the company and/or the rule relating to such prior approval. There are exceptions to this requirement to obtain shareholder approval for any minor changes to benefit the administration of the Plans, to take account of the provisions of any legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

Non-transferability

Awards are not transferable other than to the participant's personal representatives in the event of the participant's death. This restriction does not apply to Partnership Shares awarded under the Share Reward Plan.

Benefits not pensionable

Benefits received under the Plans are not pensionable, except that pre-tax salary used to purchase Partnership Shares under the Share Reward will continue to count towards pensionable salary.

Termination

Awards may only be granted under the Plans within 10 years of the date they are last approved by the company's shareholders.

Resolution 28 – Approval of the adoption of new Articles of Association (special resolution)

It is proposed to adopt new Articles of Association (the New Articles) to update the company's current Articles of Association (the Current Articles) approved by shareholders in 2018. The changes introduced in the New Articles are primarily to reflect developments in market practice and legal and regulatory requirements, and to provide additional clarity to the Current Articles. The principal changes are summarised below:

Annual Retirement of Directors

The Current Articles provide that each director shall retire at every annual general meeting, even where a director is appointed after the date of the relevant notice of annual general meeting. The New Articles introduce a cut-off date so that only those directors who are directors as at the date of the notice of annual general meeting are required to retire at the annual general meeting. This amendment is consistent with similar changes that have been implemented recently by other large listed companies and provides greater flexibility in allowing the Board to appoint directors after the notice of general meeting is circulated to shareholders. Under the New Articles, those directors appointed after the date of the annual general meeting notice will retire (and be proposed for re-appointment) at the following year's annual general meeting.

Directors' Fees

The New Articles will remove reference to specific roles for which Non-Executive Directors may receive fees. This is in line with market practice and will provide additional flexibility to appoint Non-Executive Directors to specialist roles. The limit on aggregate Directors' fees will remain at £3,000,000 per annum. Fees paid to Non-Executive Directors will only be made in accordance with the appropriate shareholder approved remuneration policy.

Gender neutrality

As part of the company's continued support of gender diversity, all references to gender have been made neutral throughout the New Articles.

Postponement of General Meetings

The New Articles amend the position in relation to the postponement of a general meeting. Rather than requiring the company to take out two newspaper advertisements, the New Articles require the publication of a notice of postponement on the company's website and via a Regulatory Information Service. This change reflects market practice and is intended to improve shareholder access to information relating to the postponement of general meetings.

Electronic access to General Meetings

The Current Articles expressly allow the company to hold 'hybrid' general meetings (including annual general meetings) so that members may attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. The New Articles clarify the procedures and processes for participation in hybrid general meetings, specifically the arrangements to be put in place to enable attendees to exercise their rights to speak at general meetings. These changes have been introduced to align technological advances with the interests of shareholders and evolving best practice, particularly in light of the COVID-19 outbreak.

Security and Safety Arrangements

The Current Articles permit the Board to make relevant arrangements to ensure the safety of those attending the general meeting. The New Articles will permit the Board to make relevant arrangements to ensure the health and/or safety of those attending a general meeting. This is in line with practices adopted by other large listed companies in recent years, particularly in light of the COVID-19 outbreak.

Objections or Errors in Voting

Under current legislation, a proxy must vote in accordance with any instructions given by the member appointing them. Accordingly, the New Articles are intended to reflect this legislative position and avoid any implication that the company needs to check that proxies and corporate representatives have voted in accordance with their instructions, or that their failure to do so would vitiate the result of a shareholder vote.

Pari Passu Issues

The New Articles clarify that the purchase or redemption by the company of any of its own shares would not constitute a variation of the rights of other shares unless otherwise expressly provided in the rights attached to those other shares. This is in line with practices adopted by other large listed companies in recent years.

Untraced Shareholders

The proposed amendments to the Current Articles update the provisions relating to untraced shareholders, to bring these in line with market practice, consistent with similar changes that have been implemented in recent years by other large listed companies. Under both the Current Articles and New Articles, the company is entitled to sell shares of untraced shareholders following a 10-year period where at least three dividend payments have been unclaimed and the company has received no communication from the relevant holder. The New Articles reduce the time period for the forfeiture of money from the sale of shares of an untraced shareholder from six years to two years.

Forfeiture of Unclaimed Dividends

The New Articles reduce the time period for the forfeiture of unclaimed dividends from 12 to six years in line with the statutory limitation period and the approach followed by other large listed companies.

Inspection of the updated Share Plan Rules and Articles of Association

The rules of the new Share Save Plan and Share Reward Plan, and a copy of the Current Articles and New Articles marked up to show the changes will be available for inspection at the company's registered office, at the offices of Slaughter & May, One Bunhill Row, London EC1Y 8YY, on the Financial Conduct Authority's national storage mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>), and at www.gsk.com/investors from the date of this Notice until the end of the AGM, and at the AGM on Wednesday 4 May 2022 from 1.00pm (UK time) until the end of the AGM.

General notes

- (a) All resolutions at the AGM will be decided by poll as required by the Articles. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held and this will ensure an exact and definitive result.
- (b) A member (shareholder) of the company is entitled to appoint one or more proxies to attend the AGM, and to speak and vote on their behalf, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the company.
- (c) (i) To appoint a proxy you may:
- complete a Proxy Form which should be returned to Equiniti at the address given on page 33; or
 - if you have a Shareview portfolio, register your vote electronically by visiting www.shareview.co.uk, and log onto your portfolio using your Username/ID, date of birth and password. Once logged in, simply click “View” on the “My Investments” page, click on the link to vote then follow the on screen instructions; or
 - register the appointment of your proxy electronically by logging onto www.sharevote.co.uk using the Voting ID, Task ID and Shareholder reference number (SRN) printed on your Proxy Form and follow the instructions provided. Please note that any electronic communication sent to Equiniti in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
 - if you hold your shares in uncertificated form in CREST, you may utilise the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider or providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction to a previously appointed proxy, must, to be valid, be transmitted so as to be received by the issuer’s agent, Equiniti ID RA19 by **2.30pm (UK time) on Friday 29 April 2022.**

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider or providers, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that

a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (ii) If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the company and approved by the Registrar. For further information regarding Proxymity, please go to **www.proxymity.io**. Your proxy must be lodged **by 2.30pm (UK time) on Friday 29 April 2022** in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
 - (iii) Proxy Forms and electronic proxy appointments must be received by Equiniti **by 2.30pm (UK time) on Friday 29 April 2022** or, in the event of any adjournment, at least two business days before the time of the adjourned meeting.
 - (iv) The "Vote withheld" option is provided to enable a member to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.
 - (v) If you do not have a Proxy Form and believe that you should have been sent one, or if you require additional Proxy Forms, please contact Equiniti at the address given on page 33.
 - (vi) The return of a completed Proxy Form, other instrument or any CREST Proxy Instruction will not prevent a member from participating in the AGM electronically and submitting a vote online at the AGM if they wish to do so.
 - (vii) In the case of joint shareholders, the vote of the senior who tenders a vote (whether electronically or by proxy) shall be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding
- (d) Holders of the company's American Depositary Shares (ADS) evidenced by American Depositary Receipts may vote through the depositary using the Voting Instruction Card which should be returned by the date specified. The return of a completed Voting Instruction Card will not prevent you from participating in the AGM electronically or attending the AGM in person but you will not be able to vote again or change your vote at the AGM. Any ADS holder wishing to vote at the AGM should not return a completed Voting Instruction Card in advance. Details of how to participate in the meeting can be found in the AGM Guide for ADS holders.
- (e) Participants in the company's UK Corporate Sponsored Nominee service may exercise their votes through the company's registrar, Equiniti, by using a Form of Direction, which should be returned to Equiniti at the address given on page 33. Please note that the Form of Direction must be received **by 5.00pm on Wednesday 27 April 2022**.
- (f) Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member to exercise the voting rights.

The statements of the rights of members in relation to the appointment of proxies in notes (b) and (c) above do not apply to Nominated Persons. The rights described in those notes can only be exercised by members of the company.

- (g) Members must be entered on the company's register of members at **6.30pm (UK time) on Friday 29 April 2022**, or, in the event of an adjournment, 6.30pm on the date which is two business days before the time of the adjourned meeting, to be entitled to attend and vote at the AGM. Members may cast votes only in respect of shares of which they were registered holders at such time, and changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- (h) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if there is more than one corporate representative, they do not do so in relation to the same shares.
- (i) Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with the auditors of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required under section 527 of the Act to publish on a website.
- (j) Any shareholder, proxy or joint shareholder attending the AGM has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the company or the good order of the AGM that the question be answered.
- (k) Copies of service contracts or, where applicable, letters of appointment between Directors and the company or any of its subsidiaries (and any side letters relating to severance terms and pension arrangements) are available for inspection at the company's registered office during normal UK business hours (Saturdays, Sundays and public holidays excepted) and at the place of the AGM on Wednesday 4 May 2022 from 1.00pm (UK time) until the end of the meeting.
- (l) A copy of this Notice, and other information required by section 311A of the Act, can be found at **www.gsk.com**.
- (m) Any electronic address provided either in this Notice or any related documents (including the Chair's letter and Proxy Form) may not be used to communicate with the company for any purposes other than those expressly stated.
- (n) The company may process personal data of participants at the AGM. This may include webcasts, photos, recordings, and audio and video links, as well as other forms of personal data. Please refer to the company's privacy notices, including the Privacy Notice for Ordinary shareholders, which can be found at **www.gsk.com**, for details of how the company will process personal data.
- (o) You can obtain up-to-date information on our AGM on our website at **www.gsk.com**. Alternatively, please contact our registrar, Equiniti, or our depository, JPMorgan Chase Bank, NA. Their contact details can be found on page 33.

AGM information

How to join the 2022 AGM

We are providing shareholders with two methods for joining the 2022 AGM – either electronically or in person – and details of each method are set out below. You are encouraged to participate in the meeting electronically as this will provide you with the full AGM experience without the need to travel.

Electronic meeting

(a) Joining electronically – Lumi AGM website

(i) If you wish to join the meeting electronically, the Lumi AGM website will enable you to:

- watch and listen to the meeting;
- ask questions of the Board orally or in writing; and
- submit your vote,

through the same platform.

(ii) The AGM will be broadcast in video format with presentation slides. If you participate via the Lumi AGM website you will be able to watch and listen to the proceedings of the meeting and see the text of the resolutions to be put to the meeting. Presentation slides will be used during the meeting and will move forward automatically as the meeting progresses.

(iii) Information on how to join and participate in the meeting electronically is set out in sections (b) to (f) below. Please also see our AGM Guide for a summary.

(b) How do I join the meeting using the Lumi AGM website?

(i) To join the meeting electronically, you will need to enter

<https://web.lumiagm.com/180-053-901>

in your computer or laptop browser. Please note that mobile telephones and tablets are not suitable to connect to the broadcast. Please ensure your chosen computer or laptop has the latest version of an internet browser such as Chrome, Edge or Firefox installed. Please note that the internet browsers Safari and Internet Explorer are not compatible.

(ii) Once you have accessed the Lumi AGM website, you will be asked to enter your Shareholder reference number (SRN) and PIN, both of which can be found on your Proxy Form, Form of Direction or voting email from Equiniti. If required, the Meeting ID is **180-053-901**. Each SRN and PIN can only be used to log in on one computer or laptop.

(iii) After logging into the virtual platform, you will receive a prompt to allow **web.lumiagm.com** access to your microphone and camera. Please select 'Allow'. Please note that your video stream will not be visible to anyone in the meeting.

(iv) You must then connect to the Zoom webinar that is integrated into the Lumi AGM website in order to watch the meeting and view the presentation slides. To do this, click on the blue 'Join' button that will appear on the right-hand panel of the virtual platform. You will need to connect your computer audio to the webinar by clicking on the blue 'Join Audio by Computer' button that will appear on the right-hand panel.

(v) Access to the meeting via the Lumi AGM website will be open from 1.30pm (UK time) on Wednesday 4 May 2022.

(c) How do I vote using the Lumi AGM website?

- (i) The Chair will explain the voting procedure at the start of the meeting. Voting will be enabled on all resolutions once the Chair opens the poll. If you are participating via the Lumi AGM website you may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting. Resolutions will not be proposed separately.
- (ii) Once the resolutions have been proposed, the list of resolutions will appear on screen on the Lumi AGM website along with the available voting options. To vote, simply select the option that corresponds with how you wish to vote: 'For', 'Against' or 'Withheld'. Once you have made your choice, the option will change colour and a confirmation message will appear to indicate that your vote has been cast and received. Please note there is no 'Submit' button. If you make a mistake or wish to change your voting instruction, simply make a revised choice. You can change your vote at any time until the poll is closed. To vote on all resolutions displayed in the same way, select the appropriate 'Vote all' option at the top of the screen. If you wish to cancel your live vote and not submit a vote to the meeting, please press 'Cancel'.
- (iii) The poll will remain open for 30 minutes after the AGM has formally closed to enable all shareholders to cast their vote (unless extended at the discretion of the Chair).

(d) How do I ask a question using the Lumi AGM website?

(i) In advance of the AGM

You may submit typed questions in advance of the AGM via the Lumi AGM website from 5.00pm (UK time) on Monday 28 March 2022 until 5.00pm (UK time) on Monday 2 May 2022. These questions will not be answered ahead of the AGM but will be collated to be answered during the Q&A session at the AGM. Please note that advance questions submitted via the Lumi AGM website should only relate to the business of the meeting. Any questions concerning meeting logistics or your own shareholding should be directed to Equiniti whose contact details are given on page 33.

(ii) During the AGM

Any shareholder or duly appointed proxy or corporate representative is permitted to ask questions. This can be done via the Lumi AGM website in two ways:

- **Typed: by selecting the messaging tab** and typing and submitting the question using the box at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.
- **Oral: by clicking the 'Raise Hand' icon** on the bottom bar within the webinar. The Chair will be notified that you wish to ask a question, and you will be required to wait until you are granted access to unmute yourself and speak.
 - 1) Once you have been granted access to speak, you will be prompted to click 'Allow' on the pop up from your web browser to give your browser access to your microphone (you will only need to do this the first time you speak).
 - 2) You will then need to unmute your microphone in the webinar and can begin speaking. Once your turn to speak is over, your microphone will be muted automatically.
 - 3) If you wish to speak again you will need to repeat these steps.

(e) **How do I ask a question via video?**

If you wish to ask a question via video, you can do so by joining the meeting through a separate Zoom call. If you wish to do this, you must pre-register by sending an email to company.secretary@gsk.com by 5.00pm (UK time) on Thursday 28 April 2022. You will then be emailed a link to the Zoom meeting with detailed joining instructions.

Participating in this way will enable you to watch and listen to the proceedings of the meeting and ask a question by video but it will not enable you to vote. If you wish to vote you will need to log in to the Lumi AGM website (with your SRN and PIN) before the poll closes, which will be 30 minutes after the end of the meeting (unless extended at the discretion of the Chair).

Shareholders should only join the AGM via this method if they wish to ask a question via video.

(f) **Technical Requirements**

To ensure successful participation in the electronic meeting via the Lumi AGM website or Zoom, an active internet connection is required. Remaining connected to the meeting depends on the strength of your internet connection. GSK is therefore not able to guarantee your connectivity for the duration of the meeting. Please refer to note (b) on page 28 for details on internet browser compatibility with the Lumi AGM website.

Physical meeting

At the time of preparing this document, there are no legal COVID-19 restrictions in place in England. We therefore look forward to welcoming shareholders who do not wish to join the meeting electronically to our AGM in person again.

We encourage shareholders who wish to attend the AGM in person to wear face coverings while inside the meeting venue, including for the duration of the meeting.

Due to the constantly evolving nature of the pandemic, it is possible that physical participation may be restricted. We will notify any changes post-publication of this document via our website. Shareholders are encouraged to check our website in the days leading up to the AGM to ensure they are informed of any changes.

(a) **I am unable to attend – what can I do?**

If you are not able to attend the physical meeting at the Sofitel, you could choose to participate electronically. Please see above for further details.

If you are unable to attend through either means, you can appoint another person (a proxy) to attend the meeting, speak, and/or vote on your behalf. The appointment of a proxy can be done online at www.shareview.co.uk, www.sharevote.co.uk or by post. The appointment must be received by our registrar, Equiniti, **by 2.30pm (UK time) on Friday 29 April 2022**. The number of shares you hold at the register deadline of **6.30pm (UK time) on Friday 29 April 2022** will decide how many votes you or your proxy/ies will have on a poll. You can find more information about appointing a proxy in the notes on the enclosed AGM admission card/proxy card.

(b) **What do I need to bring to the AGM?**

Please bring proof of identity and your AGM admission card/proxy card or email notification with you to help with identification. You may also find it helpful to bring this document with you, to refer to during the meeting.

(c) **What facilities do you have for shareholders with disabilities?**

The venue is wheelchair accessible and an induction loop system will be provided in the meeting room.

(d) **Can I bring a guest?**

We may, at our discretion, admit to the physical meeting guests who are accompanying shareholders. We will admit anyone accompanying a shareholder who is wheelchair bound, or is otherwise in need of assistance.

(e) **How do I vote at the physical meeting?**

Voting on all matters except procedural issues will be on a poll. At the end of the meeting, those attending physically will be asked to complete a poll card and leave it in a voting box when exiting the auditorium.

The results of the poll will be announced by way of a stock exchange announcement which will be published on the company's website as soon as reasonably practicable following the conclusion of the meeting.

(f) **How do I ask a question at the physical meeting?**

The Chair will invite shareholders to ask questions at the physical meeting using designated question points. Questions will alternate between those from shareholders at the physical meeting and those attending electronically.

You may also submit typed questions in advance of the AGM via the Lumi AGM website from 5.00pm (UK time) on Monday 28 March 2022 until 5.00pm (UK time) on Monday 2 May 2022. You can do this even if you intend to attend the AGM in person. See above for instructions on how to access the Lumi AGM website and submit a question.

(g) **Security**

For security reasons and to speed up admission, please do not bring suitcases, large bags, cameras, laptops or other recording equipment to the meeting. If you do, we may ask you to deposit them in a secure property store for collection after the meeting.

(h) **Mobile devices**

Please ensure that you switch off mobile devices during the meeting.

Additional information on questions

During the meeting, questions may be moderated before being passed to the Chair. This is to avoid repetition and to ensure an orderly meeting. Please be aware that while we will endeavour to answer all questions posed, the moderation process may involve combining questions that are similar in nature.

Questions regarding employee matters should be directed to the Company's internal HR tool, ServiceNow, and will not be answered during the meeting.

You should note that submitting a question in advance or during the meeting will not guarantee that your question is answered during the meeting.

The Chair has asked that we act swiftly to eject any shareholder (joining either electronically or physically) who attempts to disrupt the orderly conduct of the meeting.

Duly appointed proxies and corporate representatives

If you plan to participate in the AGM as a proxy or corporate representative, please contact our registrar, Equiniti, on hybrid.help@equiniti.com before **2:30pm (UK time) on Friday 29 April 2022** to obtain details on how to access the meeting. If you plan to participate as a proxy, the shareholder appointing you must first submit their proxy appointment before you contact Equiniti. Equiniti's contact details are given on page 33.

ADS Holders

You should refer to the AGM Guide for ADS holders enclosed with your Voting Instruction Card for full details of how to participate in the meeting.

(i) How to participate in the AGM

You may participate in the AGM via the Lumi AGM website (see note (b) on page 28) or you can attend the AGM in person (see 'Physical meeting' above).

Once you have accessed the Lumi AGM website, you should enter your Shareholder control number (SRN) and PIN, both of which can be found on your AGM Guide.

If you wish to attend the AGM in person, please ensure you bring your Voting Instruction Card or other proof of identity so you can be registered. There is no need for ADS holders to pre-register their attendance at the meeting.

(ii) Voting

You may vote:

In advance of the AGM – through the depository using your Voting Instruction Card which should be returned by the date specified. If you vote in advance you can still join the AGM but you will not be able to vote again or change your vote during the meeting.

During the AGM – by logging in to the Lumi AGM website, or by depositing a completed poll card in a voting box when exiting the auditorium at the physical meeting, provided you have not voted in advance.

(iii) Questions

ADS holders wishing to ask a question at the AGM may do so via the Lumi AGM website, either in advance of or during the meeting, or using designated question points at the physical meeting when invited to do so by the Chair. For more information, please refer to the AGM Guide for ADS holders.

If you hold your ADSs in a street name, you should contact your bank, broker or nominee for information on how to vote your ADSs. In certain circumstances, you may be able to attend the AGM.

Contact Details

Registrar

Ordinary shareholders can contact the company's registrar, Equiniti Limited, using the following details:

Equiniti Limited
Aspect House
Spencer Road
Lancing, BN99 6DA

www.shareview.co.uk

Tel: 0371 384 2991 (in the UK)*

Tel: + 44 (0)121 415 7067 (outside the UK)

* Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

Depository

ADS holders can contact the depository, JPMorgan Chase Bank, NA., using the following details:

EQ Shareowner Services
P.O. Box 64504
St. Paul
MN 55164-0504

Overnight correspondence should be sent to:

EQ Shareowner Services
1110 Centre Point Curve, Suite 101
Mendota Heights
MN 55120-4100

www.shareowneronline.com

Tel: + 1 800 990 1135 (general)

Tel: + 1 651 453 2128 (outside the US)

Email anytime via the website **www.shareowneronline.com** by selecting "Contact us".

Additional information

Issued share capital

All references to the company's "issued share capital" in the explanatory notes to the business of the AGM are to the company's issued share capital as at the Latest Practicable Date:

	Balance as at 14 March 2022
Ordinary Shares (excl Treasury shares)	5,083,874,052
Treasury shares	304,905,950
Treasury shares as % of issued share capital	6.00%
Total number of voting rights	5,083,874,052

The following information is provided in respect of Part 6 of Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008:

Share capital and control

The company's shares are listed on the London Stock Exchange and are also quoted on the New York Stock Exchange in the form of ADS. Each ADS represents two Ordinary Shares. The holders of Ordinary Shares are entitled to receive the company's Annual Report and dividends when declared, to attend and speak at general meetings of the company, to appoint proxies and to exercise voting rights.

There are no restrictions on transfer, or limitations on the holding of Ordinary Shares, and no requirements to obtain prior approval for any transfers. No Ordinary Shares carry any special rights with regard to control of the company and there are no restrictions on voting rights.

Major shareholders have the same voting rights per share as all other shareholders. There are no known arrangements under which financial rights are held by a person other than the holder of the shares and no known agreements or restrictions on share transfers or on voting rights.

Shares acquired through GSK share plans rank equally with the other shares in issue and have no special rights. The trustees of the company's Employee Share Ownership Plan Trusts have waived their rights to dividends on shares held by the Trusts.

Change of control

The company is not party to any significant agreements that would take effect, alter or terminate upon a change of control following a takeover bid.

The company does not have agreements with any Director or Officer that would provide compensation for loss of office or employment resulting from a takeover, except that provisions of the company's share plans may cause options and awards granted under such plans to vest on a takeover.

Interests in voting rights

Details of the notifiable interests in the total voting rights in the company's issued share capital are given in the 2021 Annual Report.

Information provided to the company pursuant to the Financial Conduct Authority's Disclosure Guidance and Transparency Rules is published on a Regulatory Information Service and on the company's website, www.gsk.com.

The company has not acquired or disposed of any interests in its own shares. However, the company has transferred shares from Treasury to satisfy awards under the Group's share plans. Details of the shares purchased, cancelled and held in Treasury are given in the 2021 Annual Report.

Directors

The interests of Directors and their persons closely associated in the issued share capital of the company are given in the 2021 Annual Report.

The rules about the appointment and replacement of Directors are contained in the Articles. The Articles must be approved by shareholders in accordance with the legislation in force from time to time and may be amended by a special resolution of the members.

The Articles provide that Directors may be appointed by an ordinary resolution of the members or by a resolution of the Directors, provided that, in the latter instance, a Director appointed in this way retires at the first AGM following their appointment.

The Articles also require that at every AGM current Directors shall retire, in accordance with the Code, and may stand for re-election. The company's members may remove a Director by passing an ordinary resolution of which special notice has been given or by passing a special resolution.

A Director will automatically cease to be a Director if (i) they become bankrupt or compounds with their creditors generally, (ii) they are or have been suffering from mental or physical ill health and the Board resolves that their office is vacated, (iii) they have missed Directors' meetings for a continuous period of six months without permission and the Board resolves that their office is vacated, (iv) they are prohibited from being a Director by law, (v) they cease to be a Director by virtue of UK companies legislation or are removed from office pursuant to the company's Articles, (vi) they resign, (vii) they offer to resign and the Board accepts that offer, or (viii) their resignation is requested by all of the other Directors and all of the other Directors are not fewer than three in number.

The powers of the Directors are determined by UK legislation and the Articles, available on www.gsk.com. As provided in those Articles, the Directors may exercise all the company's powers provided that the Articles or applicable legislation do not stipulate that any such powers must be exercised by the members. The Directors have been authorised to issue and allot Ordinary Shares, and have authority to make market purchases of shares. Renewal of these authorities is sought from shareholders at each AGM. Any shares purchased may be cancelled or held as Treasury shares.



Registered in England & Wales
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