



GlaxoSmithKline plc

Notice of Annual General Meeting

2.30pm on Wednesday, 20th May 2009

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 professional advisor 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.

24th March 2009

To the holders of the company's Ordinary shares and American Depositary Shares and, for information, to the holders of the SmithKline Beecham plc Floating Rate Unsecured Loan Stock.

Dear Shareholder,

Annual General Meeting 2009

I am pleased to enclose the Notice of Meeting for the ninth Annual General Meeting (the "AGM") of GlaxoSmithKline plc together with the 2008 Annual Report and 2008 Summary. The AGM will be held at 2.30pm on Wednesday, 20th May 2009 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

If you will not be attending, you may appoint a proxy electronically via www.shareview.co.uk or www.sharevote.co.uk or if you hold your shares in CREST via the CREST system or by completing and returning the enclosed form of proxy. In each case, notice of your appointment of a proxy should reach the company's registrars no later than 2.30pm on Monday, 18th May 2009.

A resolution referring to the Financial Statements is included in the ordinary business of the AGM.

Our Articles of Association require that certain of our current Directors retire by rotation. I therefore ask you to support the re-election of Mr Larry Culp, Sir Crispin Davis, Dr Moncef Slaoui and Mr Tom de Swaan who will each retire and offer themselves for re-election. Sir Ian Prosser and Dr Schmitz will also be retiring, but will not be seeking re-election. They are to retire from the Board at the end of the AGM. In addition, a resolution is proposed covering the formal election of a new Non-Executive Director, Mr James Murdoch, who has been appointed to the Board with effect from 20th May 2009.

Resolutions are proposed in the special business of the AGM to approve the adoption of three new share-based remuneration plans: the GlaxoSmithKline 2009 Performance Share Plan, the GlaxoSmithKline 2009 Share Option Plan and the GlaxoSmithKline 2009 Deferred Annual Bonus Plan, as part of the new Remuneration Policy. Full details of how these plans will be implemented under the new policy can be found in the 2008 Annual Report. The key terms of the new plans are set out in the explanatory notes on pages 14 to 20 of the Notice of Meeting. In addition, resolutions are proposed to retain a notice period for general meetings other than an AGM of 14 days in preparation for the implementation of the EU Shareholder Rights Directive and, following the implementation of the Companies Act 2006, to omit from the published copies of the company's 2009 Annual Report, the name of the individual who signs the Auditors' reports on behalf of GSK's Auditors.

Explanatory notes for all the business of the AGM are given on pages 10 to 20 of this document.

Recommendation

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

Yours sincerely,



Sir Christopher Gent
Chairman
GlaxoSmithKline plc

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

GlaxoSmithKline Notice of Meeting

Notice is hereby given that the ninth Annual General Meeting of GlaxoSmithKline plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday, 20th May 2009 at 2.30pm to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 12, 13 and 15 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 31st December 2008.
- 2 To approve the Remuneration Report for the year ended 31st December 2008.
- 3 To elect Mr James Murdoch as a Director.
- 4 To re-elect Mr Larry Culp as a Director.
- 5 To re-elect Sir Crispin Davis as a Director.
- 6 To re-elect Dr Moncef Slaoui as a Director.
- 7 To re-elect Mr Tom de Swaan as a Director.
- 8 To authorise the Audit Committee to re-appoint PricewaterhouseCoopers LLP as Auditors to 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.
- 9 To authorise the Audit Committee to determine the remuneration of the Auditors.

Special Business

10 Donations to political organisations & political expenditure (Ordinary resolution)

THAT, in accordance with section 366 of the Companies Act 2006 (the "2006 Act") the company is, and all companies that are at any time during the period for which this resolution has effect subsidiaries of the company are, authorised:

- (a) to make political donations to political organisations other than political parties, as defined in section 363 of the 2006 Act, not exceeding £50,000 in total; and
- (b) to incur political expenditure, as defined in section 365 of the 2006 Act, not exceeding £50,000 in total,

during the period beginning with the date of passing this resolution and ending at the end of the next Annual General Meeting of the company to be held in 2010 or, if earlier, on 30th June 2010.

11 Authority to allot shares (Ordinary resolution)

THAT the Directors be and are hereby generally and unconditionally authorised, in substitution for all subsisting authorities, to exercise all powers of the company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985 (the "1985 Act")):

- (a) up to an aggregate nominal amount of £432,359,137; and
- (b) comprising equity securities (as defined in the 1985 Act) up to a nominal amount of £864,692,333 (after deducting from such limit any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue:

Notice of Meeting : continued

- (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 Board otherwise considers necessary,

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory, or any matter whatsoever,

which authorities shall expire at the end of the next Annual General Meeting of the company to be held in 2010 or, if earlier, on 30th June 2010 (unless previously revoked or varied by the company in general meeting) save that under each authority the company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired.

12 Disapplication of pre-emption rights (Special resolution)

THAT the Directors be and are hereby empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94 of the 1985 Act) for cash pursuant to the authority conferred on the Directors by Resolution 11 and/or where such allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if section 89(1) of the 1985 Act did not apply to such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 11, by way of a rights issue only):
 - (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 Board otherwise considers necessary,

but so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange, in any territory, or any matter whatsoever; and

- (b) in the case of the authority granted under paragraph (a) of Resolution 11, to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £64,854,519,

and shall expire at the end of the next Annual General Meeting of the company to be held in 2010 or, if earlier, on 30th June 2010, save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

13 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 166 of the 1985 Act to make market purchases (within the meaning of section 163 of the 1985 Act) of its own Ordinary shares of 25p each provided that:

- (a) the maximum number of Ordinary shares hereby authorised to be purchased is 518,836,153;
- (b) the minimum price which may be paid for each Ordinary share is 25p;
- (c) the maximum price which may be paid for each Ordinary share shall be the higher of (i) an amount equal to 105% of the average of the middle market quotations for the company's Ordinary shares as derived from the London Stock Exchange Daily Official List 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 bid on the London Stock Exchange Official List at the time the purchase is carried out; and
- (d) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next Annual General Meeting of the company to be held in 2010 or, if earlier, on 30th June 2010 (provided that the company may enter into a contract for the purchase of Ordinary shares before the expiry of this authority which would or might be completed wholly or partly after such expiry).

14 Exemption from statement of the name of the senior statutory auditor in published copies of the Auditors' reports (Ordinary resolution)

THAT:

- (a) in accordance with section 506 of the 2006 Act, the name of the person who signs the Auditors' reports to the company's members on the annual accounts and auditable reports of the company for the year ending 31st December 2009 as senior statutory auditor (as defined in section 504 of the 2006 Act) for and on behalf of the company's Auditors, should not be stated in published copies of the reports (such publication being as defined in section 505 of the 2006 Act) and the copy of the reports to be delivered to the registrar of companies under Chapter 10 of Part 15 of the 2006 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.

15 Reduced notice of a general meeting other than an annual general meeting (Special resolution)

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

16 Approval of the adoption of the GlaxoSmithKline 2009 Performance Share Plan (Ordinary resolution)

THAT the adoption of the GlaxoSmithKline 2009 Performance Share Plan (the "PSP"), the principal features of which are summarised in the explanatory notes to this Notice and the rules of which have been signed for the purposes of identification by the Chairman, be and is hereby approved and the Directors are hereby authorised to:

- (a) do whatever may be necessary or expedient to carry the PSP into effect, including making such modifications to the PSP as they may consider appropriate to take account of the requirements of the UK Listing Authority and best practice; and

Notice of Meeting : continued

- (b) establish further plans for the benefit of employees outside the UK, based on the PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting against the limits on individual and overall participation contained in the PSP.

17 Approval of the adoption of the GlaxoSmithKline 2009 Share Option Plan (Ordinary resolution)

THAT the adoption of the GlaxoSmithKline 2009 Share Option Plan (the "SOP"), the principal features of which are summarised in the explanatory notes to this Notice and the rules of which have been signed for the purposes of identification by the Chairman, be and is hereby approved and the Directors are hereby authorised to:

- (a) do whatever may be necessary or expedient to carry the SOP into effect, including making such modifications to the SOP as they may consider appropriate to take account of the requirements of the UK Listing Authority and best practice; and
- (b) establish further plans for the benefit of employees outside the UK, based on the SOP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting against the limits on individual and overall participation contained in the SOP.

18 Approval of the adoption of the GlaxoSmithKline 2009 Deferred Annual Bonus Plan (Ordinary resolution)

THAT the adoption of the GlaxoSmithKline 2009 Deferred Annual Bonus Plan (the "DABP"), the principal features of which are summarised in the explanatory notes to this Notice and the rules of which have been signed for the purposes of identification by the Chairman, be and is hereby approved and the Directors are hereby authorised to:

- (a) do whatever may be necessary or expedient to carry the DABP into effect, including making such modifications to the DABP as they may consider appropriate to take account of the requirements of the UK Listing Authority and best practice; and
- (b) establish further plans for the benefit of employees outside the UK, based on the DABP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting against the limits on individual and overall participation contained in the DABP.

By Order of the Board

Simon Bicknell
Company Secretary
24th March 2009

Registered Office:
980 Great West Road
Brentford, Middlesex TW8 9GS
Registered in England and
Wales No. 3888792

Notes

- (i) All resolutions at the Meeting will be decided by poll as required by the company's Articles of Association.
- (ii) A "Vote Withheld" option is provided on the proxy card accompanying this Notice of Meeting which is to enable a member (shareholder) 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.
- (iii) A member of the company is entitled to appoint one or more proxies to attend the Meeting, and to speak and vote on his 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.

To appoint a proxy you may:

- (a) register the appointment of your proxy vote electronically using the internet by going to www.sharevote.co.uk and following the instructions provided. The proxy appointment must be received by the company's registrars, Equiniti, by 2.30pm on Monday, 18th May 2009. Please note that any electronic communication sent to the company's registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
- (b) use the proxy card enclosed with this Notice of Meeting which should be returned direct to Equiniti at the address below, so as to be received no later than 2.30pm on Monday, 18th May 2009; or
- (c) if you hold your shares in uncertificated form, you should utilise the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further details of voting via CREST are also given on page 23 of this document.

If you do not have a proxy card and believe that you should have one, or if you require additional proxy cards, please contact Equiniti on the numbers given below.

The return of a completed proxy card, other instrument or any CREST Proxy Instruction (as described in the section entitled "Information on how to vote" below) will not prevent a member attending the Meeting and voting in person if he/she wishes to do so.

Equiniti can be contacted by post at:

Equiniti Limited
FREEPOST SEA 10846
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

or by telephone on 0871 384 2991* if calling from within the UK, or on +44 (0)121 415 7067 if calling from outside the UK.

**At the time of publication, calls to this number were charged at 8p per minute from a BT landline. The prices charged by BT and other telephony providers may change from time to time.*

Notes : continued

- (iv) Holders of the company's American Depositary Shares evidenced by American Depositary Receipts ("ADRs") may exercise their votes through the Depositary, The Bank of New York Mellon. Such holders wishing to attend the Meeting should obtain prior authority by being nominated an "Appointed Proxy" by the Depositary, who can be contacted at:
 - BNY Mellon Shareowner Services
 - P.O. Box 358516
 - Pittsburgh, PA 15252-8516
 - USA
 - Tel: 1 877 353 1154 (US toll free)
 - + 1 212 815 6825 (outside US)
- (v) Participants in the company's Corporate Sponsored Nominee service may exercise their votes through the company's registrars, Equiniti, by using the form of direction enclosed with this Notice of Meeting, which should be returned direct to Equiniti at the address in Note (iii) above, so as to be received no later than 2.30pm on Saturday, 16th May 2009.
- (vi) Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
- (vii) The statement of the rights of members in relation to the appointment of proxies in paragraph (iii) above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the company.
- (viii) Copies of contracts of service or, where applicable, letters of appointment, between Directors and the company or any of its subsidiaries are available for inspection at the company's registered office given above during normal business hours (Saturdays, Sundays and public holidays excepted) and at the place of the Meeting on Wednesday, 20th May 2009 from 1.30pm until the end of the Meeting.
- (ix) The register of Directors' interests in the shares of the company and its subsidiaries will also be available for inspection at the place of the Meeting on Wednesday, 20th May 2009 from 1.30pm until the end of the Meeting.
- (x) The rules of the proposed GlaxoSmithKline 2009 Performance Share Plan, the GlaxoSmithKline 2009 Share Option Plan and the GlaxoSmithKline 2009 Deferred Annual Bonus Plan will be available for inspection at the company's registered office given above and at One Bunhill Row, London, EC1Y 8YY during normal business hours (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the conclusion of the Meeting and at the place of the Meeting on Wednesday, 20th May 2009 from 1.30pm until the end of the Meeting.

- (xi) Members must be entered on the company's register of members on Monday, 18th May 2009, at 6.00pm (or, in the event of an adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting), to be entitled to attend and vote at the Meeting. 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 Meeting.
- (xii) To facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:
 - (a) if a corporate member has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - (b) if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (a) above.

Ordinary Business

Each resolution 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 2008

For each financial year, the Directors must present the Directors’ Report, the audited Financial Statements and the independent Auditors’ reports to shareholders at a General Meeting.

Resolution 2 – To approve the 2008 Remuneration Report

In accordance with the Directors’ Remuneration Report Regulations 2002, shareholders are invited to vote on the Remuneration Report, which may be found on pages 78 to 98 of the 2008 Annual Report.

Resolutions 3-7 – Election and Re-election of Directors

The company’s Articles of Association require any Director newly appointed by the Board to retire at the first Annual General Meeting (“AGM”) after appointment. You are therefore asked to elect as a Director, Mr James Murdoch, who has been appointed by the Board since last year’s AGM. The Board considers that his experience of global business, marketing and communications will bring a unique and alternative perspective to the Board and he will also be an excellent addition to the Board’s Corporate Responsibility Committee, an area where he has shown particular leadership at BSKyB and News Corporation. The Board has determined that he will be an independent Non-Executive Director in accordance with the Combined Code on Corporate Governance.

The Articles of Association also require certain of the current Directors to retire at each AGM dependent on their length of service and the period since their last re-election. All of the Directors are eligible to seek re-election by shareholders at the AGM, if they so wish. Mr Larry Culp, Sir Crispin Davis, Sir Ian Prosser, Dr Ronaldo Schmitz, Dr Moncef Slaoui and Mr Tom de Swaan are all retiring by rotation. Neither Sir Ian nor Dr Schmitz will seek re-election and will retire from the Board at the conclusion of the AGM. Mr Culp and Sir Crispin were elected to the Board in 2004. Dr Slaoui and Mr de Swaan were elected to the Board in 2006.

Mr Culp, Sir Crispin, Dr Slaoui and Mr de Swaan each offer themselves for re-election at the AGM. The Chairman is satisfied that each of them continues to perform effectively and demonstrates commitment to their role including commitment of time for Board and committee meetings and their other duties.

Mr Culp, Sir Crispin, and Mr de Swaan are all Non-Executive Directors and have letters of appointment rather than service contracts. Dr Slaoui has a service contract with a notice period of 12 months. The Non-Executive Directors’ letters of appointment and Executive Directors’ service contracts are available for inspection as specified in Note (viii) above.

Biographical details for each of the Directors standing for election or re-election to the Board at the Meeting are given in the company’s 2008 Annual Report. In addition, current biographical details for each Director are maintained on www.gsk.com.

Resolutions 8 and 9 – To authorise the Audit Committee to re-appoint PricewaterhouseCoopers LLP as Auditors to the company and to determine their remuneration

At every General Meeting at which accounts are presented to shareholders, the

company is required to appoint auditors to serve until the next such meeting. PricewaterhouseCoopers LLP have indicated that they are willing to continue as the company's Auditors for another year. You are asked to re-appoint them and, following normal practice, to authorise the Audit Committee to determine their remuneration. Details of the company's policy with regard to non-audit work and details of work undertaken by the Auditors and their remuneration are given in the company's Annual Report which can be viewed on www.gsk.com.

Special Business

Where resolutions are passed as special resolutions, in order for those resolutions to be passed at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 10 – Donations to political organisations & political expenditure (Ordinary resolution)

The 2006 Act requires companies to obtain shareholder approval before they can make donations to EU political organisations or incur EU political expenditure. However, the company does not make and does not intend to make donations to political parties or independent election candidates, nor does it make any donations to EU political organisations or incur EU political expenditure. The definitions of political donations, political expenditure and political organisations used in the 2006 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 2006 Act.

No payments have ever been made under this authority, which is specific to political donations and political expenditure in relation to any and all EU member states. In addition, with effect from 1st January 2009, to ensure a consistent approach to political contributions across the GSK group, the company introduced a global policy to voluntarily stop all political contributions. In the past, GSK, in common with many companies and in full compliance with local laws, has made a number of political contributions in countries outside the EU, such as the US and Canada. Further details of the payments made in 2008 can be found in the 2008 Annual Report.

Resolution 11 – Authority to allot shares (Ordinary resolution)

Paragraph (a) of this resolution gives the Directors authority to allot unissued share capital with a nominal value of up to £432,359,137 (representing 1,729,436,548 Ordinary shares of 25 pence each) which, as at 24th February 2009, being the last practicable date prior to the publication of this Notice, represented just less than one-third of the issued share capital of the company (excluding treasury shares).

In line with recent guidance issued by the Association of British Insurers, paragraph (b) of this resolution gives the Directors authority to allot Ordinary shares in connection with a rights issue in favour of ordinary shareholders with a nominal value of up to £864,692,333 (representing 3,458,769,332 Ordinary shares of 25 pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents just less than two-thirds of the issued ordinary share capital of the company (excluding treasury shares) as at 24th February 2009, being the last practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30th June 2010 (being the last date by which the company must hold an AGM in 2010) or the conclusion of the AGM of the company held in 2010.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (a), to fulfil the company's obligations under its executive and employee share plans.

Resolution 12 – Disapplication of pre-emption rights (Special resolution)

This resolution gives the Directors authority to allot Ordinary shares (including any Ordinary shares which the company has purchased and elected to hold as treasury shares) for cash without first offering them to existing shareholders in proportion to their existing shareholdings and is limited to allotments in connection with rights issues or other pre-emptive offers, or otherwise up to a maximum nominal amount of £64,854,519 (representing 259,418,076 Ordinary shares of 25 pence each) which, as at 24th February 2009, being the last practicable date prior to the publication of this Notice, represented just less than 5% of the company's issued share capital (excluding treasury shares). In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

This authority will expire at the earlier of 30th June 2010 or the conclusion of the AGM of the company in 2010. This authority is granted under section 95 of the 1985 Act and is a standard annual resolution for most UK companies listed on the London Stock Exchange.

Resolution 13 – 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. Purchases of the company's own shares will be made only after considering the effects on earnings per share and the benefits for shareholders generally. The company does not expect to make any significant repurchases in 2009. You are asked to consent to the purchase by the company of up to a maximum of 518,836,153 Ordinary shares, which, as at 24th February 2009 being the last practicable date prior to the publication of this Notice, represented just less than 10% of the company's issued share capital (excluding treasury shares). This authority will expire at the end of the next AGM or, if earlier, on 30th June 2010. 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 bid at the time the purchase is carried out. The minimum price which may be paid for an Ordinary share is its nominal value of 25p. 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 cancel them. The company would consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares. This would give the company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the company with additional flexibility in the management of its capital base.

The total number of options over Ordinary shares outstanding as at 24th February 2009, being the last practicable date prior to the publication of this Notice, was approximately 319 million representing approximately 6.15% of the issued share capital (excluding treasury shares). If the authority to buy back shares under this resolution were exercised in full, the total number of options to subscribe for Ordinary shares outstanding as at 24th February

2009 would, assuming no further Ordinary shares are issued, represent 6.83% of the issued share capital (excluding treasury shares). The total number of options as set out above includes options granted by the company and legacy companies, Glaxo Wellcome plc and SmithKline Beecham plc. The obligations of the company in respect of Ordinary shares issuable under options outstanding are partly hedged by Ordinary shares held by the Group's employee share ownership trusts, details of which can be found in the 2008 Annual Report which is available on the company's website at www.gsk.com.

The company's current intention is to satisfy the exercise of outstanding options over approximately 90 million Ordinary shares, representing approximately 1.74% of the issued share capital of the company (excluding treasury shares), by the release of Ordinary shares from the Group's employee share ownership trusts, which on 24th February 2009 held approximately 157 million Ordinary shares, and the remainder by the issue of new Ordinary shares.

Resolution 14 – Exemption from statement of the name of the senior statutory auditor in published copies of the Auditors' reports (Ordinary resolution)

For financial years beginning on or after 6th April 2008, every copy of the Auditors' reports to the company's shareholders on the Annual Report and other auditable reports that is or are published by or on behalf of the company must state, where the company's Auditors are a firm, the name of the person who signed them in his or her own name as senior statutory auditor in relation to the audit, for and on behalf of the Auditors. However, the 2006 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 Auditors under the new legislation. This resolution therefore seeks shareholder approval for the Auditors' reports for the financial year ending 31st December 2009 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 15 – Reduced notice of a general meeting other than an annual general meeting (Special resolution)

This resolution seeks shareholder approval to continue to be able to call general meetings other than AGMs on not less than 14 days' notice as currently permitted under the 2006 Act.

The UK Government is proposing to bring into force on 3rd August 2009 regulations to implement the EU Shareholder Rights Directive (the "Directive") on the exercise of certain rights of shareholders in listed companies. The regulations implementing the Directive will require that listed companies provide 21 days' notice of a general meeting. However, the UK Government will be taking advantage of an option within the Directive, which will allow companies to retain a 14 clear days' notice period for calling a general meeting (other than an AGM, which must continue to be called on notice of at least 21 clear days) if two conditions are met. These are (a) that shareholders have, at the immediately preceding AGM or at a general meeting held since the immediately preceding AGM, passed a resolution to approve the holding of general meetings on not less than 14 clear days' notice; and (b) that the company offers the facility for shareholders to vote by electronic means accessible to all shareholders.

The Government has indicated that companies can pass the type of resolution referred to at (a) above in advance of the regulations being finalised, in order to be able to continue, after August 2009, to take advantage of the shorter notice period once the regulations come into force, subject to meeting the requirements for electronic voting under the Directive. The Government has recommended that companies seeking to propose this resolution in advance of the regulations being finalised should consider doing so as a special resolution.

If approved, Resolution 15 will enable the company to retain maximum flexibility to seek shareholder approval for any future change or transaction that may require such approval. The approval will be effective until the company's next AGM, when it is intended that a similar resolution will be proposed.

Resolutions 16, 17 and 18 – Approval of the adoption of the GlaxoSmithKline 2009 Performance Share Plan, the GlaxoSmithKline 2009 Share Option Plan and the GlaxoSmithKline 2009 Deferred Annual Bonus Plan (Ordinary resolutions)

Shareholders are asked to approve the adoption of the rules of the GlaxoSmithKline 2009 Performance Share Plan, the GlaxoSmithKline 2009 Share Option Plan and the GlaxoSmithKline 2009 Deferred Annual Bonus Plan, (together, the "Plans") to replace the company's existing plans which expire in 2010. These plans have been designed to deliver the new Remuneration Policy which is set out in the company's Annual Report. The principal terms of the Plans are set out on the next pages.

1 Common features

The following features are common to the Plans.

1.1 Operation

The company's Remuneration Committee is responsible for granting awards to and operating the Plans with regard to Executive Directors and Corporate Executive Team members (together, the "Executives"). The Board, or a duly authorised committee of the Board (which may be the Remuneration Committee), is responsible for granting awards to and operating the Plans with regard to all other employees.

1.2 Eligibility

Employees and Executive Directors of the company and any subsidiaries of the company (as designated by the Directors) are eligible to participate in the Plans.

1.3 Timing of operation

Awards will normally be granted under the Plans within 42 days of the announcement of the company's results for any period but may be granted at other times if the Remuneration Committee considers the circumstances to be exceptional. However, at all times the grant of awards will be subject to the terms of the Model Code for transactions in securities by Directors and the company's share dealing code. Subject to shareholder approval, the first awards under the GlaxoSmithKline 2009 Performance Share Plan are expected to be granted shortly after the adoption of the Plans at the AGM.

1.4 Grant of awards

Awards may be satisfied with newly issued shares, treasury shares or shares purchased in the market in conjunction with an employee benefit trust established by the company.

At the discretion of the Remuneration Committee, awards may be granted subject to the participant agreeing to satisfy the employer's social security liabilities arising on the award.

1.5 Dilution limits

In any 10 year period, not more than 10% of the issued ordinary share capital of the company may be issued or issuable under the Plans and all other employee share plans adopted by the company.

In addition, in any 10 year period, not more than 5% of the issued ordinary share capital of the company may be issued or issuable under the Plans and all other discretionary employee share plans adopted by the company.

These limits do not include awards and options which have lapsed or been surrendered.

So long as this is required under the guidelines of the Association of British Insurers' Investment Committee, the company will include in this calculation any treasury shares used to satisfy awards and options granted under the Plans.

1.6 Variation in share capital

Awards may be adjusted at the discretion of the Remuneration Committee following any rights issue, special dividend, de-merger, consolidation, sub-division, reduction or other variation in the share capital of the company.

1.7 Issue of shares

Any shares issued under the Plans will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

1.8 Amendments

The Remuneration Committee may amend the Plans as it considers appropriate. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to: eligibility, individual and plan limits, adjustment of awards on a variation in the company's share capital and the amendment powers. Shareholder approval is not required for changes that are minor in nature or for changes intended to benefit the administration of the Plans, or to comply with or take account of existing or proposed legislation or any changes in legislation or to secure favourable tax treatment for the company, members of its group or participants.

1.9 Other features

Awards granted under the Plans are not pensionable and are not generally transferable (except in the case of death).

1.10 Termination

The Plans may be terminated by the Remuneration Committee at any time. Awards may not be granted after the tenth anniversary of the approval of the Plans by shareholders.

1.11 Forfeiture

The Remuneration Committee may reduce grant levels or outstanding awards or options granted under the Plans that have not yet vested or been exercised (with the exception of Invested Shares granted under the Deferred Annual Bonus Plan), if it is determined that a participant has engaged in conduct which is contrary to the legitimate expectations of the company for an employee in the participant's position.

2 GlaxoSmithKline 2009 Performance Share Plan

2.1 Outline

The Remuneration Committee may grant conditional share awards or nil-cost options to selected eligible employees (“Awards”).

2.2 Individual limits

The aggregate value (at the time of the grant) of shares subject to all Awards granted to a participant under this plan in any year will not exceed 6 times the participant’s base salary, except in exceptional circumstances. The value of the Awards to be granted to the Chief Executive Officer in 2009 will be 5 times his base salary. In applying the plan limit, no account will be taken of shares representing notional dividends on Awards or shares which have been awarded to ensure that a participant is not financially disadvantaged if he or she agrees to satisfy the employer’s social security liability in relation to his or her Award.

2.3 Performance condition

The Remuneration Committee will set performance conditions annually, which must normally be satisfied before an Award can vest. For Executives, the performance conditions will normally be measured over a period of at least three financial years. The Remuneration Committee may change a performance condition if there is a situation which causes it to consider that the changed performance condition would be a fairer measure of performance.

The performance conditions for Awards granted to Executives in 2009 will be based on relative Total Shareholder Return (“TSR”) over three financial years as to 30% of the Award, TSR over four financial years as to 30% of the Award and free cash flow targets as to 40% of the Award over three financial years. The performance period for Awards granted in 2009 will begin on 1st January 2009.

For the Awards made in 2009, TSR performance will be measured by comparing the TSR achieved by the company with that of a comparator group currently comprising the following 12 global pharmaceutical companies: Abbott Laboratories, AstraZeneca, Bristol-Myers Squibb, Eli Lilly, Johnson & Johnson, Merck, Novartis, Pfizer, Roche Holdings, Sanofi-Aventis, Schering-Plough and Wyeth. Awards will not vest if the company’s TSR performance is below median. If the company’s TSR performance is median, 30% of the Award will vest, with full vesting for upper quartile performance. Between these levels, Awards will vest proportionally.

If the free cash flow threshold is met, 25% of the Award will vest, with full vesting if the threshold is exceeded by the margin specified by the Remuneration Committee. Between these points, vesting will increase on a pro rata basis. If the threshold target is not met, no portion of the Award subject to free cash flow will vest. The free cash flow targets may be adjusted for material factors, which could distort free cash flow as a performance measure. These will typically include exchange rate movements and may include legal and major taxation settlements and special pension contributions, which could materially distort this calculation in either direction. The impact of any acquisition or divestment will be quantified and adjusted for at the time of the event.

It is the Remuneration Committee’s intention to disclose the targets for each Award in the announcement to the London Stock Exchange at the time the Award is made. For the Awards in 2009, the threshold free cash flow target will be £13.5 billion, with maximum vesting for £16 billion.

2.4 Acquisition of shares

A participant will normally only acquire the shares subject to Awards to the extent that the performance conditions have been satisfied and provided that the participant remains in employment. When shares are acquired, the participant may also receive additional shares (or an equal cash amount) which reflect reinvested dividends that would have been paid on the vested portion of the Award during the performance period.

2.5 Leaving employment

If an Executive leaves employment due to retirement or redundancy, Awards will normally vest on the original vesting date, subject to the satisfaction of the performance condition over the original period. Any Awards granted within 12 months of cessation will lapse on the date of cessation. The Committee may determine that any unvested Awards should lapse immediately, if the participant takes up employment with a competitor company during the performance period.

Alternatively, the Remuneration Committee may decide that on retirement or redundancy, Executives' Awards will vest at the end of the financial year in which the cessation occurred or at another point that the Remuneration Committee decides at its discretion, normally taking account of performance to that point. In this case, the Committee may also adjust the number of shares which may be acquired to take account of the time the Executive was employed during the performance period.

If an Executive leaves employment due to death, ill-health, injury or disability, or the sale or transfer of the participant's employing business, Awards will vest at the end of the financial year in which the cessation occurred or at another point that the Remuneration Committee decides at its discretion, normally taking into account performance to that time. The Committee may also adjust the number of shares which may be acquired to take account of the time the Executive was employed during the performance period.

Awards held by participants other than Executives who leave due to retirement or redundancy will normally vest at the end of the financial year in which the cessation occurred or at another point that the Remuneration Committee decides at its discretion, normally taking into account performance to that time. The Committee may also adjust the number of shares which may be acquired to take account of the time the participant was employed during the performance period.

Awards held by participants other than Executives who leave due to death, ill-health, injury or disability, or the sale or transfer of the participant's employing business will vest at the end of the financial year in which the cessation occurred or at another point that the Remuneration Committee decides at its discretion, normally taking into account performance to that time. The Committee may also adjust the number of shares which may be acquired to take account of the time the participant was employed during the performance period.

If any participant (Executive or otherwise) leaves employment for any other reason, Awards will normally lapse.

2.6 Change of control, de-merger or other reorganisations

Generally, Awards will vest on a change of control taking into account performance to that point. Unless the Remuneration Committee decides otherwise, the number of shares which may be acquired will also be reduced to take account of the time the participant was employed during the performance period.

The Remuneration Committee has the discretion to allow or require rollover of Awards on a change of control or other corporate reorganisation. The new Awards will be subject to appropriate performance conditions. On a de-merger, if the Remuneration Committee so decides, Awards may be adjusted or allowed to vest.

3 GlaxoSmithKline 2009 Share Option Plan

3.1 Outline

Selected eligible employees may be granted market value options (“Options”) over the company’s shares or equity-settled Stock Appreciation Rights. The Option price will not be less than the market value of a share on the business day before the date of grant or the average market value over the three preceding business days.

3.2 Individual limits

Where a participant receives Options under the company’s 2009 Share Option Plan and Awards under the company’s 2009 Performance Share Plan in any year, it is currently intended that the expected value of Options granted to him or her in that year will not exceed 60% of the aggregate expected value of Options and Performance Share Plan Awards granted to him or her in that year. In applying this limit, no account will be taken of shares which have been awarded to ensure that a participant is not financially disadvantaged if he or she agrees to satisfy the employer’s social security liability in relation to the Options.

Where a participant is not granted Awards under the company’s 2009 Performance Share Plan, the annual Share Option Plan limit will be calculated on an equivalent basis to that which applies to the company’s 2009 Performance Share Plan.

It is the current intention that Options will not be granted to the Chief Executive Officer or Chief Financial Officer.

3.3 Performance condition

The Remuneration Committee may, and for Executives will, set a performance condition annually, and any such performance condition imposed must normally be satisfied before the exercise of an Option. The performance condition will normally be measured over a period of at least three financial years.

In line with previous option grants, the performance condition for any Options granted to Executives in 2009 is based on the company’s Earnings Per Share (“EPS”) relative to the Retail Prices Index (“RPI”). Options will not vest if compound EPS growth is less than RPI plus 3% per annum. If compound EPS growth is RPI plus 3% per annum Options will vest as to 30%, if it is RPI plus 4%, they will vest as to 65% and if it is RPI plus 5%, they will vest as to 85%. Full vesting will occur if compound EPS growth is at least RPI plus 6% per annum. In between these levels, Options will vest on a pro rata basis. The performance period for Options granted in 2009 to Executives will begin on 1st January 2009 and will be three financial years in respect of 50% of the award and four financial years in respect of the remaining 50% of the award.

3.4 Exercise of Options

Options will normally vest (become exercisable) no less than three years following the date of grant, subject to any performance condition being satisfied and to the participant remaining in employment.

In respect of the Options granted to Executives in 2009, subject to performance and remaining in employment, 50% of the Options will vest following the determination of the satisfaction of the performance condition over three financial years by the

Remuneration Committee and the remaining 50% following the determination of the performance condition over four financial years.

Options will normally lapse on the tenth anniversary of the grant date.

3.5 Leaving employment

If an Executive leaves employment due to retirement or redundancy, Options will normally vest on the original vesting date, subject to the satisfaction of the performance condition over the original period. The Remuneration Committee may determine that any Options granted within 12 months of cessation will lapse on the date of cessation. The Committee may also determine that unvested Options will lapse immediately if the participant takes up employment with a competitor company prior to vesting.

Alternatively, the Remuneration Committee may decide on retirement or redundancy, that Options for Executives will vest at the end of the financial year in which the cessation occurred or at another point that the Remuneration Committee decides at its discretion, normally taking into account performance to that point.

If an Executive leaves employment due to death, ill-health, injury, disability or due to a sale or transfer of the participant's employing business, Options will vest at the end of the financial year in which the cessation occurred or at another point that the Remuneration Committee decides at its discretion, normally taking into account performance to that point.

Options held by participants other than Executives who leave for any of the reasons described above will normally vest at the end of the financial year in which the cessation occurred or at such earlier point that the Remuneration Committee decides at its discretion.

In all leaver circumstances described above, vested Options may be exercised up to the later of 48 months from grant, 24 months from the cessation of employment and six months from the normal vesting date (apart from on death, in which case they will be exercisable for 12 months from the date of death). If not exercised within the specified period, the Options will lapse.

If any participant (Executive or otherwise) leaves employment for any other reason, unvested Options will normally lapse.

3.6 Change of control, de-merger or other reorganisations

Generally, Options will vest on a change of control taking into account performance to that point, and the level of vesting may be adjusted if the Remuneration Committee considers it appropriate. Vested Options may be exercised for six weeks and if not exercised within this period, the Options will lapse.

The Remuneration Committee has the discretion to allow or require rollover of Options on a change of control or other corporate reorganisation. The new Options will be subject to equivalent performance conditions, if any. On a de-merger, if the Remuneration Committee so decides, Options may be adjusted or allowed to vest.

4 GlaxoSmithKline 2009 Deferred Annual Bonus Plan

4.1 Outline

Selected eligible employees may be invited to invest an element of their pre-tax or net annual bonus in the company's shares ("Invested Shares"). Participants will then be granted an award of matching shares ("Matching Shares"). Such awards may take the form of a conditional share award or a nil-cost option (or other forms with

an economically equivalent value). The receipt of Matching Shares is normally subject to the satisfaction of a performance condition, continued employment and the continued holding of the Invested Shares until the point when the Matching Shares vest. Executives who did not receive option grants in 2009 will be invited to invest up to 50% of their pre-tax or net annual bonus in the plan.

4.2 Individual limits

Matching Shares will be calculated on the basis of a maximum of one share for each share invested by the participant (determined on a pre-tax basis).

4.3 Performance condition

The Remuneration Committee will set a performance condition for the Matching Shares which must normally be satisfied before Matching Shares can vest.

The performance condition will be measured over a period of at least three financial years. The performance condition for Matching Shares granted in respect of the 2009 bonus will be based on TSR, and will be the same as the TSR performance condition for PSP Awards, as described on page 16 above. The TSR performance condition for all Matching Shares will be measured over three financial years.

4.4 Acquisition of shares

A participant will only acquire the Matching Shares if they vest, to the extent that the performance condition has been satisfied and provided that the participant remains in employment for that period. On release, the participant will also receive shares or a cash amount with a value equal to reinvested dividends that would have been paid on those shares during the performance period.

Invested Shares will be released at the end of the performance period.

4.5 Leaving employment

Invested Shares will be released when a participant is no longer eligible to receive Matching Shares in respect of those Invested Shares, whatever the reason.

Matching Shares held by leavers will be treated as described on page 17 in relation to Awards granted under the company's 2009 Performance Share Plan.

4.6 Change of control, de-merger or other reorganisations

Invested Shares will be released on a change of control unless Matching Shares are exchanged as described below.

Generally, Matching Shares will vest on a change of control taking into account performance to that point. Unless the Remuneration Committee decides otherwise, the number of shares which may be acquired will also be reduced to take account of the time the Executive was employed during the performance period.

The Remuneration Committee has the discretion to allow or require rollover of Matching Shares on a change of control or other corporate reorganisation. The new Matching Shares will be subject to equivalent performance conditions, if any. On a de-merger, if the Remuneration Committee so decides, Matching Shares may be adjusted or allowed to vest. In this case, Invested Shares will not be released but will be exchanged for shares in the acquiring company.

Issued share capital

All references to the company's 'issued share capital' in the Explanatory Notes above are to the company's issued share capital as at 24th February 2009, which was 5,188,361,535 Ordinary shares, excluding any Ordinary shares held as treasury shares. As at 24th February 2009, the company held 474,194,158 Ordinary shares as treasury shares, representing 9.14% of the company's issued share capital (excluding treasury shares) as at that date. As at 24th February 2009, the total number of voting rights in the company was 5,188,361,535.

The following information is provided in respect of section 992 Companies Act 2006:

Share capital and control

As at 31st December 2008, the company's authorised share capital comprised £2,500,000,000, divided into 10,000,000,000 Ordinary shares of 25p each nominal value, representing 100% of the total authorised share capital. On 31st December 2008 there were 5,187,122,079 Ordinary shares in issue, excluding 474,194,158 treasury shares (which represented 9.14% of the total issued capital).

GSK's shares are listed on the London Stock Exchange and are also quoted on the New York Stock Exchange in the form of American Depositary shares ("ADSs"). Each ADS represents two Ordinary shares.

The holders of Ordinary shares are entitled to receive dividends, when declared, the company's report and accounts, 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 to 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 schemes and plans rank equally with the other shares in issue and have no special rights. The trustees of the company's Employee Share Ownership Plan ("ESOP") trusts have waived their rights to dividends on shares held by the ESOP 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

Other than as stated below, as far as the company is aware, there are no persons with significant direct or indirect holdings in the company. Information provided to the company pursuant to the Financial Services Authority's ("FSA") Disclosure and Transparency Rules ("DTRs") is published on a Regulatory Information Service and on the company's website.

At 24th February 2009, the company had received notifications in accordance with the FSA's DTRs of the following notifiable interests, in the voting rights in the company's issued share capital:

| | No. of shares | Percentage of issued capital (%)* |
|--------------|---------------|-----------------------------------|
| Barclays PLC | 186,518,653 | 3.59 |

* Percentage of Ordinary shares in issue, excluding treasury shares as at 24th February 2009.

The Bank of New York Mellon is the Depositary for the company's ADRs, which are listed on the New York Stock Exchange. Ordinary shares representing the company's ADR program, which are managed by the Depositary, are registered in the name of BNY (Nominees) Limited.

The company has not acquired or disposed of any interests in its own shares, other than in connection with the company's share buy-back programme. Details of the shares purchased, cancelled and held in treasury are given in the Annual Report.

Directors and Officers

The interests of Directors and Officers and their connected persons in the issued share capital of the company are given in the Annual Report.

The rules about the appointment and replacement of Directors are contained in the company's Articles of Association. The company's Articles must be approved by shareholders in accordance with the legislation in force from time to time.

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 his appointment.

The Articles also require that at every AGM certain of our current Directors retire by rotation, and detail the circumstances in which and how they may be re-elected. The company's members may remove a Director by passing an ordinary resolution of which special notice has been given. A Director will automatically cease to be a Director if (i) he becomes bankrupt or compounds with his creditors generally, (ii) he is or has been suffering from mental ill health and the Board resolves that his office is vacated, (iii) he has missed Directors' meetings for a continuous period of six months without permission and the Board resolves that he shall cease to be a Director, (iv) he is prohibited from being a Director by law, (v) he ceases to be a Director by virtue of UK companies legislation or is removed from office pursuant to the company's Articles of Association, (vi) he resigns, (vii) he offers to resign and the Board accepts that offer, or (viii) his resignation is requested by all of the other Directors and all of the other Directors are not less than three in number.

The company's Articles may be amended by a special resolution of the members.

The powers of the Directors are determined by UK legislation and the company's Memorandum and Articles of Association, 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.

GlaxoSmithKline Information on how to vote

Voting using Shareview

If you have a Shareview portfolio, you may register your vote electronically by visiting www.shareview.co.uk, logging into your account and following the instructions provided.

Voting using Sharevote

You may register your vote electronically by visiting www.sharevote.co.uk and following the instructions provided.

Voting using CREST's electronic proxy appointment service

If you hold your shares in uncertificated form in CREST you may use the electronic proxy appointment service operated by CREST to appoint a proxy and register your vote. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM to be held on Wednesday, 20th May 2009 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order 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 an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent, Equiniti ID RA19 by 2.30pm on Monday, 18th May 2009 in order to be valid.

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(s), to procure that his 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.



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