

Corporate Responsibility Committee

Terms of Reference

(Approved by the Board on 3 February 2005

Last updated on 12 December 2023)



The board of directors (the "Board") of GSK plc (the "Company") has established a Committee of the Board known as the Corporate Responsibility Committee (the "Committee").

Role

The Committee considers the Company's Trust priority and has oversight of GSK's responsible business approach and ESG strategy, performance and reporting which reflect the most important issues for responsible and sustainable business growth. It has oversight of:

- the views and interests of the Company's internal and external stakeholders and reviews issues that have the potential for serious impact upon the Company's business and reputation;
- the Enterprise Risks determined by the Board to be most relevant to the Committee's area of expertise and responsibility;
- ESG performance, including recommending approval to the Board of the annual ESG performance rating; and
- advising the Remuneration Committee on the integration of ESG performance into the Company's Remuneration policy.

Current membership

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| Committee Chair | Dr Anne Beal |
| Members | Dr Vishal Sikka Dr Jesse Goodman Dr Jeannie Lee |
| In attendance, as required – by invitation | Company Chair Chief Executive Officer Chief Scientific Officer SVP and General Counsel President, Global Affairs SVP, Global Communications and CEO Office SVP, Corporate Affairs VP, Reputation and Responsible Business Chief People Officer Chief Commercial Officer President, Global Supply Chain CEO ViiV Healthcare and President, Global Health, GSK SVP, Head of Audit & Assurance Other Executives and advisers will be invited to attend the Committee as necessary. |
| Committee Secretary | Company Secretary |



Membership

1. The Committee shall comprise a minimum of three Non-Executive Directors of the Company appointed by the Board, on the recommendation of the Nominations & Corporate Governance Committee, in consultation with the Committee Chair. As far as is practical, one Committee member will also be a member of the Audit & Risk Committee (“ARC”).
2. The Committee Chair shall be appointed by the Board following receipt of a proposal from the Nominations & Corporate Governance Committee.
3. The Committee Chair shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee, taking into account the tenure served by Committee members.

Quorum

4. The quorum shall be two members.
5. In the absence of the Committee Chair or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting.

Attendance at Meetings

6. Only members of the Committee have the right to attend Committee meetings. However, the following Senior Executives shall be invited to attend for all or part of the Committee’s meetings as required:

Chief Executive Officer
Chief Scientific Officer
SVP and General Counsel
President, Global Affairs
SVP, Corporate Affairs
VP, Responsible Business and Reputation
Chief People Officer
Chief Commercial Officer
President, Global Supply Chain
CEO ViiV Healthcare and President, Global Health, GSK
SVP, Head of Audit & Assurance

Other Executives may be invited to attend the Committee as necessary.

Committee Secretary

7. The Company Secretary shall be the Committee Secretary and shall be responsible for minuting the proceedings of all meetings of the Committee.

Frequency of Meetings

8. The Committee shall meet four times a year or more frequently if necessary to consider specific issues.



Shareholder engagement

9. The Committee Chair shall attend the Company's Annual General Meeting and be prepared to respond to shareholder questions on the Committee's activities.
10. The Committee Chair shall seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

Authority

11. The Committee Chair is authorised by the Board to investigate any activity within its Terms of Reference and in doing so to seek any information it requires from any employee or co-worker.
12. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.

Duties

13. During their tenure, each of the Committee members shall consider their duties and responsibilities under section 172 of the Companies Act 2006 in performing their role, and in doing so the Committee shall have oversight of the views and interests of internal and external stakeholders. The Committee shall:
 - (a) review the Company's policies and practices in anticipating and managing external issues that have the potential to seriously impact upon the Company's business and reputation. This will include consideration and oversight of the Company's Trust priority and progress reports on the Company's responsible business approach and ESG performance which reflect the most important issues for responsible and sustainable business growth. The key areas of focus for the Committee are: Access; Environment; Global health and Health security, Diversity, equity and inclusion; Product governance and Ethical standards, including human rights.

Reporting to the Committee will cover the reputational risks associated with each area of focus, progress on commitments and goals and targets set out in the Company's annual reporting and how these will be pursued going forward;

- (b) oversee the Enterprise Risks determined by the Board to be most relevant to the Committee's area of expertise and responsibility. These are:
 - Product Quality and
 - Supply Continuity,

and in this regard, the Committee will receive relevant materials and advice in relation to these risks including highlights from relevant Audit & Assurance and Compliance outcomes, as appropriate;

- (c) Oversee and recommend approval to the Board of the Company's ESG, Modern Slavery Statement and Gender and Ethnicity Pay Gap disclosures; and
- (d) consider other relevant matters, as requested by the Board.



14. The Committee shall decide which issues come within its discretion to review. The outcome of such reviews will be presented to the Board either directly or via the Risk & Oversight Compliance Council and the ARC if significant risks (including reputational risks) to the Company's business are identified.
15. ARC members shall be invited to attend Committee meetings when the Committee is considering the Company's ESG performance rating.

Performance Appraisal & Review

16. The Committee shall review at least annually its own performance, constitution and these Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Corporate Governance & Regulatory Developments

17. The Committee shall monitor the progress of any relevant corporate governance, legal or regulatory developments that may impact the Committee and recommend any action or changes it considers necessary to the Board for approval.

Reporting Procedures

18. The Committee Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, unless the Committee Chair deems it inappropriate to do so, taking into account any conflicts of interest which may exist.
19. The Committee Chair shall ensure the Board is informed of Committee activity and engage with the Board as appropriate on key decisions.

Publication of Terms of Reference

20. These Terms of Reference shall be made available on the Company's website.