

DISCLOSURE COMMITTEE (THE “COMMITTEE”)

TERMS OF REFERENCE

(as revised with effect from 15 June 2023)

The Committee terms of reference have been approved and adopted by the board of directors (the “**Board**”) of GSK plc (the “**Company**”).

1. Role – Company’s listing and regulatory obligations

The Company is required to disclose, accurately and on a timely basis, all information that is required to be so disclosed to meet its legal and regulatory obligations and requirements arising from:

- its listings on the London Stock Exchange and New York Stock Exchange;
- the local securities law obligations and requirements in connection with the Company's share option schemes; and
- the disclosure requirements of the UK Companies Act 2006, as well as other legislative requirements, rules, authoritative guidance, tax disclosures and applicable accounting standards.

The requirements arise from both the Company’s equity listings and the debt listings of various subsidiaries, including GlaxoSmithKline Capital plc (“**GSK Capital**”) which has debt listed on the London Stock Exchange and the New York Stock Exchange.

The Committee’s role is to support the discharge of the Company’s obligations as set out in paragraphs 3, 6 and 11 below. In addition, the Committee will discharge certain obligations that GSK Capital has under the UK Market Abuse Regulation (“**UK MAR**”), as set out in paragraph 6 below. Reference in these terms of reference to “**either GSK Company**” is to either of the Company or GSK Capital.

Under UK MAR, the Company and GSK Capital are also required to maintain insider lists, being lists of those of its personnel and advisers with access to inside information concerning either GSK Company. The Company maintains insider lists on behalf of GSK Capital.

2. Membership

Committee Chair	Company Secretary
Members	Group Financial Controller President, Global Affairs SVP, Corporate Affairs SVP, Head of Investors Relations

	<p>VP & Head of Legal, Business Development and Corporate (UK)</p> <p>Assistant General Counsel, Litigation, Employment, Digital & Privacy (US)</p> <p>SVP, Science and Innovation Communications</p> <p>Investor Relations Director (US)</p>
In attendance	<p>Representatives, as required, from either GSK Company's:</p> <ul style="list-style-type: none"> • external auditors • external UK & US legal advisers; • brokers; and • relevant internal experts
Committee Secretary	A nominated representative from Corporate Secretariat

3. Constitution

The Committee has been established by the Chief Executive Officer (“**CEO**”) and the Chief Financial Officer (“**CFO**”) of the Company, who have a standing invitation to attend meetings. The Committee is constituted to assist either GSK Company to meet the requirements summarised in paragraph 1 above. The Committee has responsibility for, among other things:

- considering and advising on a timely basis whether GSK is in possession of inside information in relation to either GSK Company and determining whether and how it will be disclosed or whether delayed disclosure is permissible;
- determining on a timely basis the disclosure treatment of material information proposed to be disclosed in public filings, including, without limitation, any announcement concerning the financial results of either GSK Company;
- overseeing the preparation and publication of material regulatory filings; and
- assisting in the design, implementation and periodic evaluation of the adequacy and effectiveness of disclosure controls and procedures.

The Committee also has responsibility for the identification of inside information for the purpose of maintaining either GSK Company's insider lists. This requirement is in addition to the procedures set out in the Company's Insider List Memorandum. A more detailed list of the Committee's duties is set out in paragraph 6 below.

4. Chair, quorum and composition

The Chair of the Committee will be the Company Secretary.

The quorum for a meeting of the Committee is any three members, one of whom must be the Company Secretary or the Group Financial Controller. The Company Secretary may designate another member of the Committee to chair a meeting in the event that neither the Company Secretary nor the Group Financial Controller is able to attend such meeting and, following such designation, that person will satisfy the quorum requirements regarding the Company Secretary or the Group Financial Controller. Where the Group Financial Controller is not present, at least one other member knowledgeable/qualified in financial reporting should attend any meeting convened to review the Company's financial results announcements. In the case of any significant event or issue, the Chair will take steps to ensure that the CFO and the CEO are fully apprised of the event or issue. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

From time to time, the CFO, the CEO and any other officer providing certifications relating to disclosure controls and procedures under the rules of the US Securities and Exchange Commission (the "**SEC**", and such officers, the "**certifying officers**"), together with the members of the Committee, shall review the composition of the Committee and consider such changes to it as may be appropriate. The members of the Committee shall serve on the Committee until such time as the CFO and the CEO (and any other certifying officers) shall determine.

Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite any of the Company's directors, employees or external advisers to attend all or any part of any meeting of the Committee, as and when appropriate.

5. Committee Secretary

The Committee Secretary for any meeting will be a nominated representative from the Corporate Secretariat team and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

6. Duties

The Committee has been established to:

- (A) assist the CFO and the CEO (and any other certifying officers) in the design, implementation, operation and periodic evaluation of disclosure controls and procedures;
- (B) monitor compliance by either GSK Company with:
 - (i) disclosure controls and procedures;
 - (ii) UK MAR, the Financial Conduct Authority's ("**FCA**") Listing Rules, Disclosure Guidance and Transparency Rules and the UK Financial Promotion regime;

- (iii) the NYSE Listed Company Manual and the rules and regulations of the SEC, including concerning the handling and disclosure of material non-public information and filings, disclosures and notifications required under SEC and NYSE rules; and
 - (iv) all record-keeping requirements under UK MAR;
- (C) resolve questions about the materiality and treatment of information;
- (D) consider and determine whether issues or events (including litigation provisioning and related matters) have given rise to inside information in relation to either GSK Company which requires disclosure and/or the creation of new, or amendments to existing, insider lists;
- (E) consider whether the conditions for delaying disclosure of inside information relating to either GSK Company are and remain satisfied and, where appropriate, implement and monitor the delay procedure;
- (F) consider generally the requirement for announcements (including holding announcements), including in the following circumstances:
 - (i) interim steps in a protracted process (e.g., a project);
 - (ii) a change in circumstances during the period when disclosure of inside information is delayed;
 - (iii) rumours relating to either GSK Company; and
 - (iv) a leak of inside information;
- (G) report to the CFO, the CEO (and any other certifying officers), the Audit & Risk Committee, the Corporate Responsibility Committee and/or the Board, as appropriate, whether, to the Committee's knowledge, each of the following properly records and discloses all required material information:
 - (i) annual report;
 - (ii) half-yearly report;
 - (iii) quarterly results announcements;
 - (iv) preliminary results announcement; and
 - (v) annual report on Form 20-F;
- (H) if a disclosure is made, or to be made, by either GSK Company to the market:
 - (i) supervise the preparation of the announcement;

- (ii) oversee the verification process (if considered appropriate) to be undertaken in respect of the contents of the announcement;
 - (iii) review and advise on the scope and content of disclosure (including any selective disclosure permitted under applicable law);
 - (iv) help to prevent errors, misstatements or omissions in disclosures; and
 - (v) approve such announcement (unless the announcement has already been approved by the Board or the board of GSK Capital);
- (I) review and approve the following:
 - (i) any announcements dealing with significant/non-standard developments in either GSK Company's business;
 - (ii) other miscellaneous reports and securities filings worldwide, including (but not limited to) filings required in the United States under Schedules 13D and 13G of the Securities Exchange Act of 1934 or on Form SD and Form F-SR;
 - (iii) website disclosure practices and other relevant communication policies particularly with respect to financial information;
 - (iv) whistleblowing procedures with respect to complaints about the Company's disclosure, whether internal or external, and the Company's procedures for following up the same; and
 - (v) reporting in relation to environmental, social and governance ("**ESG**") matters, including any ESG or other sustainability reports published by the Company on its website or otherwise and any disclosures included in the Company's annual reports or other periodic reports, including reports filed or furnished with the SEC under the Securities Exchange Act of 1934;
- (J) review and consider, and where applicable follow up on, matters raised by other components of the disclosure process, including the independent auditors' management letter and the attestation by the independent auditors on the internal control report made under the Sarbanes-Oxley Act of 2002;
- (K) work and liaise as necessary with all other Board Committees; and
- (L) carry out all such other actions as are considered by the Committee to be required for the Committee to operate, and discharge the duties above, effectively.

7. Notice and frequency of meetings and operating procedures

The Committee will meet (including by telephone or video call) at such times as shall be necessary or appropriate, as determined by the Chair of the Committee, the CFO or the CEO (or any other certifying officer), to ensure that it effectively discharges its duties under these terms of reference.

Unless otherwise agreed, notice of each meeting, confirming the venue, time and date together with the proposed agenda and associated papers, should be circulated to the Committee members and any other person required to attend in good time for each meeting.

8. External advice

The Committee is authorised to obtain, at either GSK Company's expense, as appropriate, external professional advice as necessary on matters falling within its terms of reference and in particular from the Company's external auditors, brokers and legal advisers.

The Committee will consult with corporate brokers and legal advisers when appropriate to assess whether information may constitute inside information and, if so, the nature and scope of any disclosure obligation as well as the basis on which any disclosure can be delayed. The Committee will ensure that a summary of any such advice is recorded and circulated to all Committee members.

9. Access to books, records, facilities and personnel

In discharging its duties, the Committee shall have full access, as appropriate and necessary, to all of the Company and GSK Capital's books, records, facilities and personnel.

10. Training

The Committee shall ensure appropriate training for its members, both in the form of an induction programme for new members and on an ongoing basis as discussed with the Committee.

The Committee will also provide advice and guidance, as appropriate, with respect to training for personnel with significant involvement in the disclosure process of either GSK Company.

11. Reporting procedures

The Committee Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance. The reasons for any decision the Committee makes as to whether or not a disclosure obligation has been triggered shall also be minuted. The Committee Secretary shall also

ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

The Committee Secretary shall promptly circulate the minutes of meetings of the Committee to:

- all members of the Committee;
- the CEO;
- the CFO;
- any other certifying officers;
- the General Counsel;
- the Audit & Risk Committee; and
- all members of the Board unless, exceptionally, the Committee determines it would be inappropriate to do so.

In addition to the reporting duties specified above, the Committee shall report its conclusions on a periodic basis to the CEO, the CFO, any other certifying officers and the Audit & Risk Committee.

The Committee shall make whatever recommendations to the Board or the board of GSK Capital it deems appropriate on any area within its remit where action or improvement is needed.

12. Review

The Committee shall review these terms of reference annually. The Committee will also review these terms of reference and its operating procedures as required in response to any changes in law, regulation, legal or regulatory guidance and developing best practice. The Committee shall report any proposed changes to the Company or GSK Capital's existing processes to the Board or the board of GSK Capital, as appropriate, in response to such developments and events. Any changes to these terms of reference must be approved by the Board.

13. Other

The Committee shall:

- give due consideration to all relevant laws and regulations, including the provisions of the UK Corporate Governance Code and published guidance, the requirements of the FCA's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook, the NYSE Listed Company Manual, the rules and regulations of the SEC, UK MAR and any other applicable rules, as appropriate;
- oversee any investigation of activities which are within these terms of reference; and
- approve ad hoc announcements for immediate release.

14. Publication of terms of reference

These terms of reference shall be made available on the Company's website.