

CORPORATE RESPONSIBILITY COMMITTEE

TERMS OF REFERENCE

(Approved by the Board on 3rd February 2005

Last updated on 6th December 2011)

Role

The Committee provides a Board level forum for the regular review of external issues that have the potential for serious impact upon the Company's business and the oversight of reputation management. The Committee is also responsible for annual governance oversight of all of GSK's worldwide donations and community support.

Membership

Chairman	Sir Christopher Gent
Members	Dr Stephanie Burns James Murdoch Dr Daniel Podolsky*
In attendance, as required.	Chief Executive Officer Head of Human Resources General Counsel Head of Corporate Responsibility Head of Global Communications Head of Government Affairs & Public Policy - Europe and Corporate Head of Investor Relations Head of Governance, Ethics and Assurance Head of Corporate Environment, Health & Safety Head of US Federal Government Relations & Public Policy
Secretary	Company Secretary
* Also a member of the Audit & Risk Committee.	

Constitution

1. The Board has established a Committee of the Board known as the Corporate Responsibility Committee (the "Committee").

Membership

2. The Committee shall comprise a minimum of three Non-Executive Directors of the Company appointed by the Board, on the recommendation of the Nominations Committee, in consultation with the Committee Chairman. As

far as is practical, one Committee member will also be a member of the Audit & Risk Committee.

3. The Committee Chairman shall be appointed by the Board following receipt of a proposal from the Nominations Committee.
4. The Committee Chairman shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

Quorum

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

Attendance at Meetings

7. The following Senior Executives shall attend the Committee's meetings as required:

Chief Executive Officer
Head of Human Resources
General Counsel
Head of Corporate Responsibility
Head of Global Communications
Head of Government Affairs & Public Policy – Europe and Corporate
Head of Investor Relations
Head of US Federal Government Relations & Public Policy
Head of Governance, Ethics and Assurance
Head of Corporate Environment, Health & Safety
Head of US Federal Government Relations & Public Policy

8. Other Executives will be invited to attend the Committee as necessary, including the Head of Global Community Partnerships when the Committee is considering corporate and other donations.

Committee Secretary

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

Frequency of Meetings

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

Annual General Meeting

11. The Chairman of the Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholder questions on the Committee's activities.

Authority

12. The Committee Chairman 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.
13. 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

14. The duties of the Committee shall be:
 - (a) To review GSK'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 of progress reports on GSK's Corporate Responsibility Principles, published in 2004. GSK's CR Principles cover: employment practices; human rights; access to medicines; leadership and advocacy; community investment; stakeholder engagement; ethical conduct; research and innovation; products and customers; and caring for the environment and its sustainability.

Each report will cover the reputational risks associated with the Principle under report, progress in meeting the expectations set out in the Principle and how these will be pursued going forward.
 - (b) To have oversight of the views of the external stakeholders.
 - (c) To review on an annual basis the expenditure and other commitments by the Group on corporate donations, product donations, community programmes and charitable support of any kind. An Annual Report covering all such activities shall be submitted by the Committee to the Board.
 - (d) To review, on an annual basis, GSK's policies on access to medicines, preferential pricing and R&D for developing world diseases.
15. 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 Audit & Risk Committee if significant risks (including reputational risks) to the Company's business are identified.

Performance Appraisal & Review

16. The Committee shall review at least annually its own performance, constitution and 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 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 Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Publication of Terms of Reference

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

Notes:

Updated to reflect:

- appointment of Dr Dan Podolsky and Tom de Swaan to the Committee on 1 July 2006;
- amendments to the Combined Code 2006;
- the extension of the duties of the Committee to include the oversight of the views of external stakeholders;
- appointment of Dr Stephanie Burns to the Committee on 6 December 2007;
- in January 2008 to clarify the Committee's role in reviewing GSK's CR principles;
- the retirement of Tom de Swaan from the Committee on 20 May 2009; and
- the appointment of James Murdoch to the Committee on 20 May 2009.