



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.

GlaxoSmithKline plc
980 Great West Road
Brentford
Middlesex
TW8 9GS

23rd March 2006

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 2006

I am pleased to enclose the Notice of Meeting for the sixth Annual General Meeting ('AGM') of GlaxoSmithKline plc. The AGM will be held at 2.30pm on Wednesday, 17th May 2006 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1.

If you will not be attending you may wish to 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 registrar no later than 2.30pm on Monday, 15th May 2006.

The Annual Review enclosed contains summary Financial Statements for the year to 31st December 2005. A copy of the Annual Report is also enclosed for those who have requested a copy. A resolution referring to the Financial Statements is included in the ordinary business of the AGM. In addition, resolutions are proposed covering the election of Dr Moncef Slaoui, who will succeed Dr Yamada as Chairman of Research & Development, and Mr Tom de Swaan. Our Articles of Association require that every year a proportion of our current Directors must retire by rotation. I therefore ask you to support the re-election of Mr Larry Culp, Sir Crispin Davis and Dr Ronaldo Schmitz who will each retire and offer themselves for re-election. Explanatory notes for all the business of the AGM are given on pages 4 and 5 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

Notice of Meeting

NOTICE IS HEREBY GIVEN that the sixth Annual General Meeting of GlaxoSmithKline plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, on Wednesday, 17th May 2006 at 2.30pm to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 and 13 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 2005.
- 2 To approve the Remuneration Report for the year ended 31st December 2005.
- 3 To elect Dr Moncef Slaoui as a Director of the company.
- 4 To elect Mr Tom de Swaan as a Director of the company.
- 5 To re-elect Mr Larry Culp as a Director of the company.
- 6 To re-elect Sir Crispin Davis as a Director of the company.
- 7 To re-elect Dr Ronaldo Schmitz as a Director of the company.
- 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 EU Political Organisations & EU Political Expenditure

THAT, in accordance with section 347C of the Companies Act 1985 (the "Act") the company is authorised:-

- (a) to make donations to EU political organisations, as defined in Section 347A of the Act, not exceeding £50,000 in total; and
- (b) to incur EU political expenditure, as defined in section 347A of the 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 2007 or, if earlier, on 16th November 2007.

11 Authority to Allot Shares

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 Act) up to an aggregate nominal amount of £485,201,557 which authority shall expire at the end of the company's Annual General Meeting to be held in 2007 or, if earlier, on 16th November 2007 (unless previously revoked or varied by the company in general meeting) save that 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 authority conferred hereby had not expired.

12 Disapplication of pre-emption rights (Special resolution)

THAT for the purposes of Article 12 of the company's Articles of Association the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the 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 Act as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue (as defined in Article 12.5 of the company's Articles of Association) provided that an offer of equity securities pursuant to any such rights issue need not be open to any shareholder holding Ordinary Shares as treasury shares; and
- (b) to the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities up to an aggregate nominal amount of £72,780,233,

and shall expire at the end of the next Annual General Meeting of the company to be held in 2007 or, if earlier, on 16th November 2007, 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 Act to make market purchases (within the meaning of section 163 of the Act) of its own Ordinary Shares of 25p each provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 582,241,869;
- (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 is 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
- (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 2007 or, if earlier, on 16th November 2007 (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).

By Order of the Board

Simon Bicknell
Company Secretary
23rd March 2006

Registered Office:
980 Great West Road
Brentford
Middlesex TW8 9GS

Notes

- (i) All resolutions at the Meeting will be decided by poll as required by the company's Articles of Association.
- (ii) An "Abstain" option is provided on the proxy card accompanying this Notice of Meeting which is to enable a member (shareholder) to abstain on any particular resolution. It should be noted that an abstention 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 entitled to attend and vote at this Meeting but who is unable to be present in person is entitled to appoint one or more proxies to attend the Meeting and to vote on his behalf. A proxy is also entitled to speak at the Meeting on behalf of the member of the company who has appointed him. 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 Lloyds TSB Registrars at the address referred to on the website by 2.30pm on Monday, 15th May 2006. Please note that any electronic communication sent to our 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:

Lloyds TSB Registrars
The Causeway
Worthing
West Sussex
BN99 6ZT
no later than 2.30pm on Monday, 15th May 2006; or
 - (c) If you hold your shares in uncertificated form, utilise the CREST electronic proxy appointment service as set out below.
- (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. 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:
- The Bank of New York
Investor Relations
P.O. Box 11258
Church Street Station
New York, NY 10286-1258
USA
Tel: 1 877 353 1154 (US toll free)
+ 1 610 382 7836 (outside US)
- (v) 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, 17th May 2006 from 1.30pm until the end of the Meeting.
 - (vi) 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, 17th May 2006 from 1.30pm until the end of the Meeting.
 - (vii) The Articles of Association of the company will be 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, 17th May 2006 from 1.30pm until the end of the Meeting.
 - (viii) Members must be entered on the company's register of members on Monday, 15th May 2006, at 2.30pm, 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.

Explanatory Notes to Business of the Annual General Meeting

Ordinary Business

Each resolution will be proposed as an ordinary resolution.

Resolution 1 - To receive and adopt the Directors' Report and the Financial Statements for 2005

For each financial year, the Directors must present the Directors' Report, the audited Financial Statements and the independent auditors' report to shareholders at a General Meeting.

Resolution 2 - To approve the 2005 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 37 to 54 of the 2005 Annual Report or a summary of which can be found on pages 20 to 22 of the 2005 Annual Review.

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 Meeting after his appointment. You are therefore asked to elect as Directors Dr Moncef Slaoui and Mr Tom de Swaan, who have been appointed by the Board since last year's Meeting. Dr Slaoui will join the Board as an Executive Director with effect from 17th May 2006 and succeed Dr Yamada as Chairman of Research & Development with effect from 1st June 2006. Dr Slaoui will bring to his new role broad experience in scientific research, product development, and executive management. In his current position, he has served on the R&D Executive Team and spearheaded recent changes in R&D to enhance drug discovery and accelerate product development. Previously, in GSK Biologicals, he engineered the development of a robust vaccines pipeline, including *Rotarix*, to prevent infantile gastroenteritis, and *Cervarix*, to prevent cervical cancer. The Board considers that Mr de Swaan brings a wealth of experience and makes a valuable contribution to the Board in its role of ensuring the company is appropriately managed and achieves its strategic objectives.

The Articles of Association also require one-third of the current Directors to retire at each AGM. All of the Directors are eligible to seek re-election by shareholders at the Meeting, if they so wish. Mr Larry Culp, Sir Crispin Davis, Dr Ronaldo Schmitz and Dr Lucy Shapiro are all retiring by rotation. Mr Culp and Sir Crispin were elected to the Board in 2004. Dr Schmitz and Dr Shapiro both sought re-election in 2005. Dr Shapiro is not seeking re-election and will retire from the Board at the conclusion of the AGM.

Mr Culp, Sir Crispin and Dr Schmitz each offer themselves for re-election at the AGM. The Chairman is satisfied that Mr Culp and Sir Crispin each continue to perform effectively and demonstrate commitment to their role including commitment of time for Board and committee meetings and their other duties. The Board and Dr Schmitz have agreed that he should stand for a further three year term. The Chairman is also satisfied that following his review of Board and Director effectiveness, Dr Schmitz remains independent in character and judgement and that, even though he will exceed nine years as a Director, it remains appropriate for him to Chair the Audit Committee from the AGM in May 2006 until September 2006. Mr Culp, Sir Crispin and Dr Schmitz are all Non-Executive Directors and have letters of appointment rather than service contracts, which are available for inspection as specified in Note (v) 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 Annual Report and Annual Review. In addition, current biographical details for each Director are maintained on www.gsk.com

Resolutions 8 & 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 reappoint 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

Resolution 10 - Donations to EU Political Organisations & EU Political Expenditure (Ordinary resolution)

The Political Parties, Elections and Referendums Act 2000 requires companies to seek shareholder approval for donations to organisations within the European Community which are, or could be, categorised as an EU Political Organisation. Although the company does not make and does not intend to make donations to political parties, within the normal meaning of that expression, the definition in the legislation of "EU Political Organisations" is wide. It can 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.

No payments have ever been made under this authority.

Resolution 11 – Authority to Allot Shares (Ordinary resolution)

Under a resolution passed at the Annual General Meeting of the company held on 21st May 2001, the Directors have the power to allot the unissued shares of the company until the end of the company's Annual General Meeting held in 2006, or, if earlier, until 20th May 2006. Consequently, the Directors have decided to seek your approval to replace this authority with a new power which will expire at the end of the Annual General Meeting of the company to be held in 2007 or on 16th November 2007, whichever is earlier. If passed, this resolution will give the Directors authority to allot unissued share capital with a nominal value of up to £485,201,557 which, as at 24th February 2006, 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. The Directors have no intention at present to exercise this authority to allot unissued shares of the company.

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 stock) 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 otherwise up to a maximum nominal amount of £72,780,233 representing just less than 5 % of the company's issued share capital. This authority is granted under section 95 of the Companies Act 1985 and is a standard resolution for most UK companies each year.

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. You are asked to consent to the purchase by the company of up to a maximum of 582,241,869 Ordinary Shares, which represents just less than 10% of the company's issued share capital. This authority will expire at the end of the next Annual General Meeting or, if earlier, on 16th November 2007. The maximum price which may be paid for an Ordinary Share is 105% of the average middle market quotations for the five business days preceding the purchase and 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 stock 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 stock. 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 2006, being the last practicable date prior to the publication of this Notice, was approximately 382 million representing approximately 6.56% of the issued share capital. 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 2006 would, assuming no further Ordinary Shares are issued, represent 7.29% of the issued share capital. 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 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 127 million Ordinary Shares, representing approximately 2.18% of the issued share capital of the company, by the release of Ordinary Shares from the Group's employee share ownership trusts, which on 24th February 2006 held approximately 165 million Ordinary Shares, and the remainder by the issue of new Ordinary Shares.

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 2006, which was 5,822,418,695 Ordinary Shares, excluding any Ordinary Shares held as treasury shares. As at 24th February 2006, the Company held 145,479,678 Ordinary Shares as treasury shares, representing 2.44% of the company's issued share capital as at that date.

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 Annual General Meeting to be held on Wednesday, 17th May 2006 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.

Receipt of your vote

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 CRESTCo'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, Lloyds TSB Registrars (ID 7RA01) by 2.30pm on Monday, 15th May 2006.

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 CRESTCo 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.