

Requisitioning a resolution at a GSK Annual General Meeting

Shareholders wishing to requisition a resolution might find the following information helpful, but should in any event seek their own independent legal advice

Requisitioning a resolution



There are occasions where shareholders may wish to draw important matters to the attention of other shareholders by proposing a resolution to be put to an Annual General Meeting (AGM).

The procedure for requisitioning a resolution is governed by English common law and statute. This specifies that unless a requisition is validly received before the end of the financial year preceding the meeting a company's costs in complying with a requisition are to be met by requisitionists. The funds to cover such costs must be deposited with the company before a requisition can be actioned. GSK has estimated that the cost of complying with a requisition may be as high as £200,000.

At GSK's AGM in May 2005 the Articles of Association were amended to remove the requirement for requisitionists to pay a deposit by authorising GSK to meet its own costs in complying with a valid requisition, provided that the requisition is received by 31 January each year.

Requisitionists who lodge a requisition after 31 January, but before the UK legal deadline of 6 weeks prior to the AGM, would, however, be required to pay a deposit and to meet GSK's costs of complying with the requisition.

Requisitionists would, however, be free to include a supplementary resolution to request that GSK pays its own costs in complying with the requisition.

Shareholders wishing to requisition a resolution may find the following information helpful, but should in any event seek their own independent legal advice. A glossary of terms is set out at the end of this booklet.

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Requisitioning a resolution

To ensure there is no question of a member or indirect investor with a small shareholding requisitioning a resolution without sufficient support from other members or indirect investors, UK law sets out minimum shareholding requirements before a requisition can be made.

For a requisition involving only shareholders whose shares are registered directly in their own name (members), a requisition must be supported by the following in order to be valid:

either

- not less than 100 members holding shares on which there has been paid up an average sum per member of not less than £100; or
- members representing not less than 5% of the total voting rights of all the members.

For indirect investors whose shares are held via a nominee or for GSK American Depository Receipts (ADR) holders, a requisition must be supported by the following in order to be valid:

- not less than 100 persons holding shares directly or indirectly on which there has been paid up an average sum per person of not less than £100.

Eligibility of members to requisition a resolution



Are you part of a group of 100 or more persons holding £10,000 in nominal value of GSK Ordinary Shares i.e. 40,000 GSK Ordinary Shares? If the answer is 'Yes' then you should be eligible to requisition a resolution, although certain procedural formalities may be required.

If the answer to the above question is 'No' then you and the persons with whom you intend to lodge the requisition might still be eligible to requisition a resolution, if together you hold at least 5% of the total shareholder voting rights in GSK Ordinary Shares i.e. approximately 243 million GSK Ordinary Shares.

If you fulfil neither of the above criteria then you are NOT eligible to requisition a resolution.

PLEASE NOTE: if your GSK shares are not registered in your own name or you hold GSK ADRs then you should refer to page 6 which explains how you should proceed.

Eligibility of indirect investors to requisition a resolution



Are you part of a group of 100 or more persons holding £10,000 in nominal value of GSK Ordinary Shares i.e. 40,000 GSK Ordinary Shares or the equivalent thereof in ADRs?

If the answer is 'Yes' then you should be eligible to requisition a resolution, although certain procedural formalities may be required. If the answer is 'No' then you are NOT eligible to requisition a resolution.

PLEASE NOTE: if your GSK shares are not registered in your own name or you hold GSK ADRs then you should refer to page 6 which explains how you should proceed.

ADR holders – holders of record with BNY Mellon Depository Receipts (BNYM)

ADR holders who hold their ADRs directly with GSK's ADR Depository, BNYM, may submit a requisition through BNYM provided that the requisition is:

- submitted by at least 100 persons with an average of £100 of paid up share capital each and authenticated by all the persons making it and
- accompanied by a statement from BNYM or the underlying ADR holder(s) making the request setting out the basis on which ADRs are being held by them/for them.

ADR holders – holding via a broker, nominee or institution

ADR holders who do not hold their ADRs via BNYM may submit a requisition provided that it is:

- submitted by at least 100 persons with an average of £100 of paid up capital each and authenticated by all the persons making it and
- accompanied by a statement from the relevant broker, nominee or other institution through which the ADRs are held, or the underlying ADR holder(s) making the request, setting out the basis on which ADRs are being held by them/for them

Please note that any costs associated with implementing these arrangements will not be met by GSK.

Nominees

Indirect investors holding GSK Ordinary shares via a nominee may submit a requisition provided that the requisition is:

- submitted by at least 100 persons with an average of £100 of paid up share capital each and authenticated by all the persons making it and
- accompanied by a statement from the nominee or underlying shareholder(s) making the request setting out the basis on which the GSK shares are being held by them/for them. More details about this statement are set out on page 10.

Please note that any costs associated with implementing these arrangements will not be met by GSK.

The requisition



Requisitionists are strongly recommended to seek independent legal advice on the drafting of their requisition. Please note that GSK will not meet the requisitionists' legal or other costs in preparing a requisition.

Points to note:

- The requisition should be in English and in a readable form.
- It may be in hard copy or electronic form.
- The resolution being proposed should be capable of being put to a general meeting and should not be defamatory, frivolous or vexatious.
- Where it is being submitted by members the requisition should be signed by all the persons making it, specifying for each member their full name, registered address, account number and the number of GSK Ordinary shares they hold.
- Where a requisition is being submitted by an ADR holder the requisition should be accompanied by a statement setting out the name and address of the registered holder, the number of shares/ADRs held and the basis on which the shares/ADRs are being held.

The requisition cont.



- Where a requisition for a resolution is being supported by indirect investors as part of the 100 persons requirement (as set out on pages 6 and 8) the requisition must be signed by all the persons making it and be accompanied by a statement for each indirect investor which includes the following:
 - the name and address of the registered member who holds the shares on their behalf;
 - confirmation that the member is holding those shares on their behalf in the course of business;
 - details of the number of shares held on their behalf and the total amount paid up on those shares;
 - confirmation that those shares are not held by the member on behalf of anyone else or, if they are, that such other persons are not involved in the requisition;
 - confirmation that at least some of the shares confer voting rights; and
 - confirmation that they have the right to instruct the member on how to exercise those voting rights.

The requisition cont.

If any of the 100 persons is a member, the requisition must also be accompanied by a statement for each such member specifying that they hold shares otherwise than on behalf of another person or that they hold shares on behalf of one or more other persons but those persons are not involved in the requisition. This statement should also specify for each member the total amount paid up on the shares held as mentioned in the previous sentence.

GSK may also require that the supporting statements are accompanied with such evidence of the above matters which it may reasonably require.

These requirements also apply where indirect investors support a 100 persons requisition for the circulation of an explanatory statement (see immediately below).

- The proposed resolution may be accompanied by an explanatory statement of not more than 1,000 (one thousand) words, which should also be signed by each of the requisitionists. The resolution, and where supplied an accompanying statement, will be issued on behalf of the requisitionists without giving their names. A specific request should be made for each requisitionist's name to be published. When complying with such a request, space constraints may require that a full list of these names be set out in an appendix to the Notice of Meeting.

The costs of actioning a requisition

UK law specifies that the burden of a company's costs in complying with a requisition falls on the requisitionists unless a requisition is validly received before the end of the financial year preceding the AGM (31 December).

Points to note:

- GSK has extended this deadline to 31 January. Therefore, unless a requisition is validly received by this date, the requisitionists are required by law to deposit with GSK a sum reasonably sufficient to meet GSK's expenses in giving effect to a requisition.
- It is estimated that the cost of requisitioning a resolution could be as high as £200,000. The actual costs of processing a requisition and accordingly the deposit required would be established at the time of receipt of a requisition.
- Requisitionists are entitled to include as part of their requisition a supplementary resolution for shareholders to authorise GSK to meet the costs of complying with the requisition. GSK would reimburse the amount deposited if the supplementary resolution is approved.

Lodging a requisition for a GSK AGM



GSK will meet its costs in complying with a requisition provided that a valid request is received by 31 January.

Requisitionists who lodge their requisition after that date will be required to deposit with the company sufficient funds to cover the costs in complying with the requisition and should consider including a supplementary resolution seeking approval for GSK to meet its own costs in complying with the requisition.

If any supplementary resolution is passed allowing GSK to meet its own costs in complying with the requisition, GSK will refund the deposit within 10 working days of the AGM.

Please note that requisitionists will in any event have to meet their own costs in putting forward the requisition.

NB: requisitionists may submit a supplementary resolution to seek approval for GSK to meet its costs in complying with the requisition.



Key dates for GSK's 2017 AGM

Recommended submission date for member(s)/ADR holders wishing to requisition a resolution	31 January 2017
Annual Report and AGM materials to be issued	March 2017
UK legal deadline for member(s)/ADR holders wishing to requisition a resolution	22 March 2017
2017 Annual General Meeting	4 May 2017

These dates may be subject to change which will be posted on the website

Contacts



If you wish to discuss any of these requirements then please contact:

Victoria Whyte

Company Secretary

GlaxoSmithKline plc

980 Great West Road

Brentford

Middlesex TW8 9GS

Tel: +44 (0)20 8047 5000

Glossary of Terms



Requisition: a formal request to a company from one or more of its members or indirect investors to put a resolution to an AGM.

Resolution: a proposal for members of a company to consider and decide upon.

ADR: an American Depositary Receipt representing two GSK Ordinary shares also referred to as an American Depositary Share.

BNYM: BNY Mellon Depositary Receipts, GSK's depositary bank which holds ADRs on behalf of investors.

Member: a shareholder whose name appears on the Register of Members, maintained by GSK's Registrar, Equiniti.

Indirect investor: a person on whose behalf a member holds GSK Ordinary Shares.



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