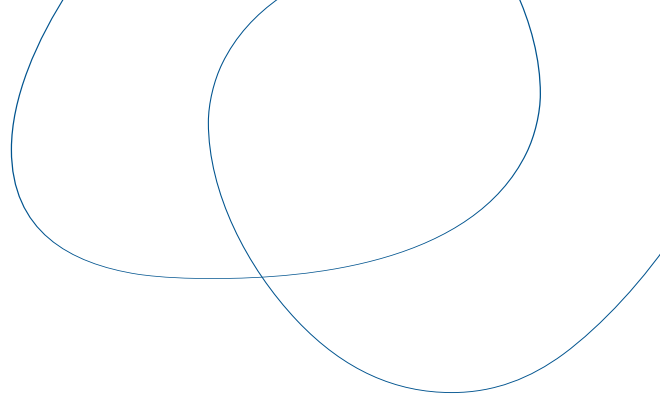


## Requisitioning a resolution at a GSK Annual General Meeting

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





## Requisitioning a resolution

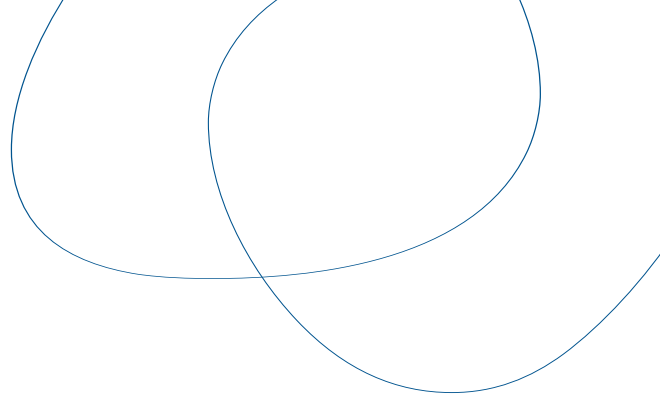
**There are occasions when shareholders may wish to draw important matters to the attention of other shareholders by proposing a resolution to be put to a general meeting.**

The procedure for requisitioning a resolution is governed by English common law and statute. This specifies that a company's costs in complying with a requisition are to be met by requisitionists and that a deposit must be obtained before actioning a requisition. GSK has estimated that the cost of complying with a requisition may be as high as £200,000.

The Board considered this in July 2004 and has decided to propose that GSK's Articles of Association be amended at the next AGM in May 2005 to provide an alternative. The proposed change would 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 a specified date to be set each year by the Board.

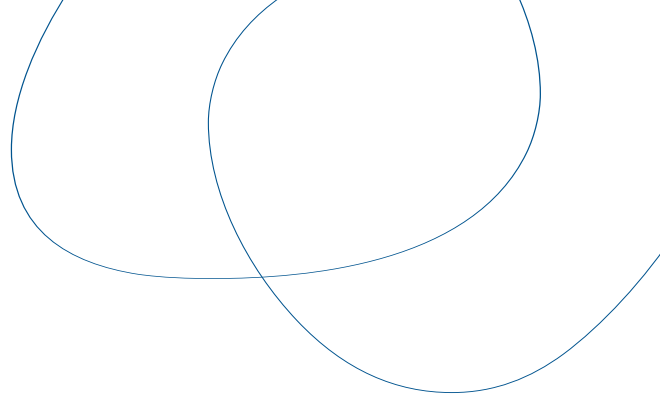
Requisitionists who lodge a requisition after the specified date, but before the UK legal deadline of 6 weeks prior to the AGM, would, however, be required to pay a deposit and to meet GSK's costs of complying with the requisition. Requisitionists would, however, be free to include a supplementary resolution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



# Index

<b>Requisitioning a resolution</b> .....	3
<b>Eligibility to requisition a resolution</b> .....	4
Nominees .....	5
ADS holders .....	5
– holders of record with BoNY	
– other ADS holders	
<b>The requisition</b> .....	6
<b>The cost of actioning a requisition</b> .....	7
<b>Lodging a requisition</b> .....	8
For the 2005 AGM .....	8
Key dates for 2005 .....	9
After the 2005 AGM .....	10
<b>Contact details</b> .....	11
<b>Glossary of terms</b> .....	11



## Requisitioning a resolution

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

To be valid, a requisition must be supported by:

either

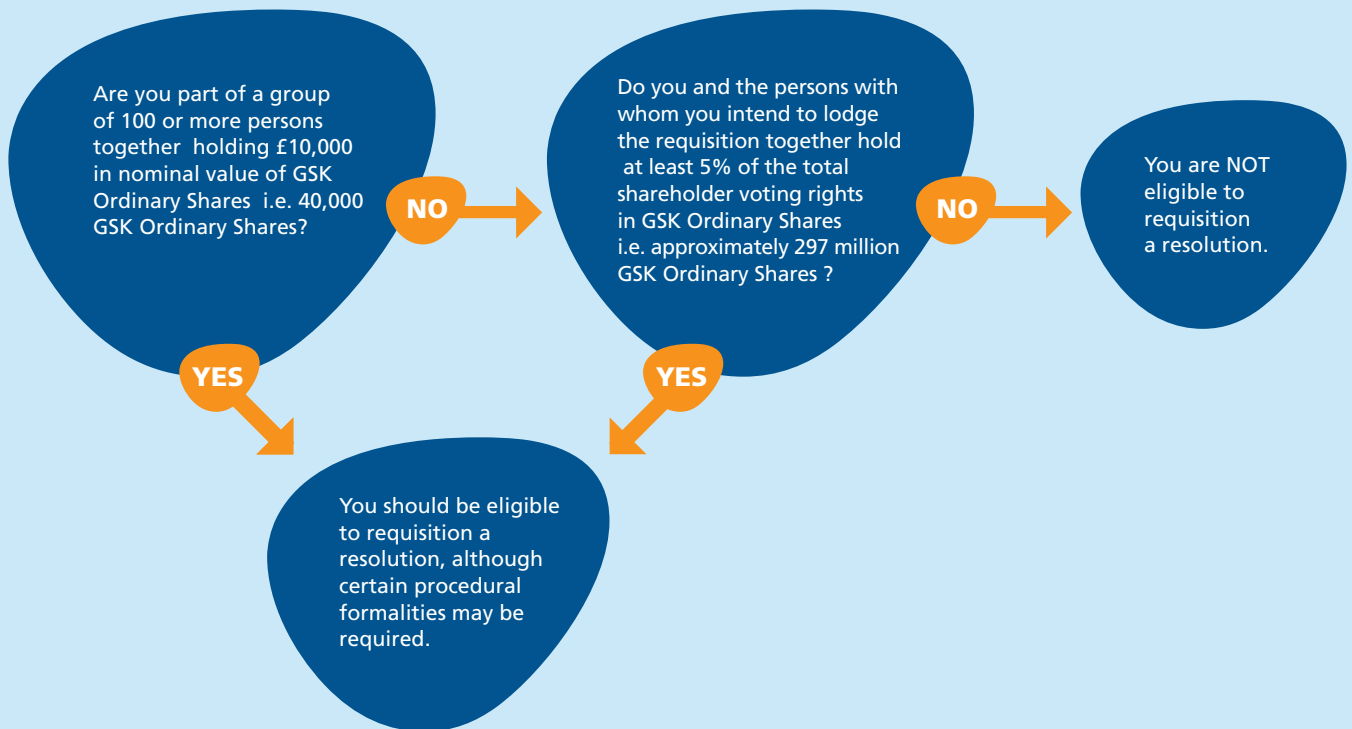
- not less than 100 members holding shares on which there has been paid up an average sum per member of not less than £100;

or

- not less than 5% of the total voting rights of all the members.

The chart on page 4 illustrates the implications of this requirement for GSK shareholders.

## Eligibility to requisition a resolution



**PLEASE NOTE:**

UK law specifies that only a MEMBER of GSK can requisition a resolution. Only those persons whose names appear in GSK's Register of Members are MEMBERS of GSK. If your GSK shares are not registered in your own name or you hold GSK American Depositary Shares (ADSs) then you should refer to page 5 which explains how you should proceed.

## Nominees

Shareholders must hold their GSK Ordinary Shares in their own name. Shareholders holding GSK Ordinary Shares via a nominee are not eligible to submit a requisition.

Either:

- the GSK Ordinary Shares should be transferred into the owner's name. In the event that they are held in the CREST system this will involve removing them from CREST;

or

- the nominee will have to be asked to agree to requisition the resolution on the owner's behalf. If the nominee holds GSK Ordinary Shares for more than one requisitioner it can only sign the requisition once.

You should contact your nominee to discuss the alternatives and cost implications.

*Please note that the costs associated with implementing these alternatives will not be met by GSK.*

## ADS holders

### ADS holders – holders of record with the Bank of New York (BNY)

ADS holders who hold their ADSs directly with GSK's ADS depository, BNY, should contact them to arrange for their ADSs to be converted into GSK Ordinary Shares to meet the requisition requirements.

#### Points to note:

- BNY have advised GSK that it could take in the region of 15 working days to arrange for ADSs to be cancelled, converted into GSK Ordinary Shares and for the holder to become a member on the Register.
- The ADS cancellation fee will be a maximum of US\$0.05 per ADS, or portion thereof, plus a cable fee of US\$7.50 per account. **Please note that these fees are payable by the ADS holder.**
- To convert GSK Ordinary Shares back to ADSs requires execution of a UK Stock Transfer Form and provision of ADS issuance instructions. Stamp Duty Reserve Tax, charged at 1.5% of the market value of the GSK Ordinary Shares must be paid, together with an issuance fee of a maximum of US\$0.05 per ADS rounded up to the nearest hundred, or portion thereof, plus a cable fee of US\$7.50 per account. **Please note that these fees are payable by the ADS holder.**

BNY may be contacted at:

The Bank of New York  
ADR Department - Operations  
101 Barclay Street - 22W  
New York NY 10286  
Tel: +1 (212) 815 2231

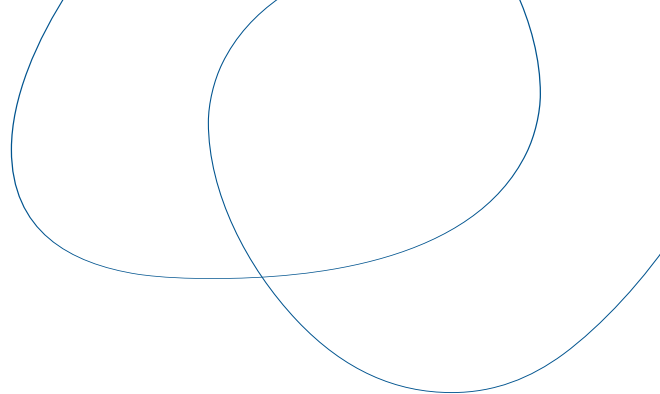
The Bank of New York  
ADR Department - Operations  
One Canada Square  
Canary Wharf  
London E14 5AL  
Tel +44 (0)20 7964 6168

*Please note that the costs described above will not be met by GSK.*

### ADS holders – holding via a broker, nominee or other institution

ADS holders who do not hold their ADSs via BNY, should contact their broker, nominee or other institution through which they hold their ADSs to identify how to convert them into GSK Ordinary Shares to meet the requisition requirements.

*Please note that none of these costs will be met by GSK.*

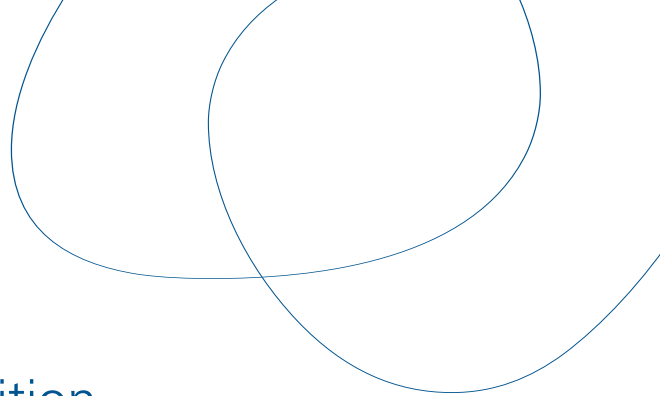


## The requisition

**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 must be in English and in a readable form.
- It should be signed by each of the Requisitionists and should specify their full name, registered address, account number and the number of GSK Ordinary Shares they hold. It can be submitted as a single document with the signatures of all the Requisitionists concerned or in identical form submitted independently with separate signatures. In the latter case, the requisition will only be deemed to be valid when the minimum requirements have been reached.
- The resolution being proposed should be capable of being put to a general meeting and should not be defamatory.
- It 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.**

**Points to note:**

- Unless otherwise provided in GSK's Articles of Association, Requisitionists are required by law to deposit a sum 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, based on approximately 230,000 current shareholders. 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 GSK's 2005 AGM

**Prior to the proposed change to GSK's Articles being approved, Requisitionists are recommended to lodge their requisition before 31st January 2005. Meeting this deadline will minimise the deposit required.**

Requisitionists who lodge their requisition after that date will also be required to provide a deposit which will increase the later the requisition is received.

Requisitionists should consider including a supplementary resolution seeking approval for GSK to meet its own costs in complying with the requisition.

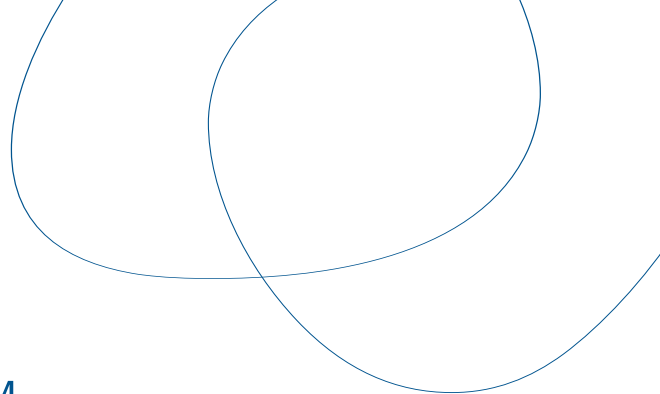
The Board intends to support a supplementary resolution for GSK to meet its own costs in complying with a requisition provided that a valid requisition is received before 31st January 2005.

If any supplementary resolution is passed for GSK to meet its own costs in complying with a requisition GSK will refund the deposit within 10 working days of the 2005 AGM.

*Please note that Requisitionists will in any event have to meet their own costs in putting forward the requisition which may include: legal advice, removing shares from a nominee account and/or converting ADSs into ordinary shares.*

Requisition received:	Deposit required to meet GSK's costs of complying with the requisition	Requisitionists required to meet the costs of complying with the requisition*	Board intends to support a supplementary resolution for GSK to meet its own costs
Before 31st January 2005	✓	✓	✓
After 31st January 2005	✓	✓	×

\* NB – Unless a supplementary resolution for GSK to meet its own costs is passed.



## Key dates for GSK's 2005 AGM

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Recommended submission date for member(s) wishing to requisition a resolution	Monday, 31st January 2005
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Annual Report and AGM materials to be issued	End March 2005
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UK legal deadline for member(s) wishing to requisition a resolution	Wednesday, 13th April 2005
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2005 AGM	Wednesday, 25th May 2005.
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These dates may be subject to change which will be posted on the website.

## Lodging a requisition after GSK's 2005 AGM

**If the proposed change to GSK's Articles of Association on requisitioning resolutions is passed at GSK's 2005 AGM, GSK will meet its costs in complying with a requisition provided that a valid request is received by a specified date.**

The specified date will be set by the Board and will usually be no earlier than 18 calendar weeks before GSK's AGM. The specified date will be posted on GSK's website in advance of each AGM.

Requisitionists who lodge their requisition after that date will be required to provide a deposit against GSK's 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 which may include: legal advice, removing shares from a nominee account and/or converting ADSs into GSK Ordinary Shares.*

Requisition received:	Deposit required to meet the costs of complying with the requisition	Requisitionists required to meet the costs of complying with the requisition
Before the specified date	×	×
After the specified date	✓	✓*

*\* NB – Requisitionists may submit a supplementary resolution to seek approval for GSK to meet its costs in complying with the requisition.*

## Contacts

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

Simon Bicknell  
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 to put a resolution to an AGM.

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

**ADS** – an American Depositary Share representing two GSK Ordinary Shares also referred to as an American Depositary Receipt (ADR).

**BNY** – Bank of New York, GSK's depositary bank which holds ADSs on behalf of investors.

**Member** – a shareholder whose name appears on the Register of Members, maintained by GSK's Registrar Lloyds Bank TSB Registrars.