

SCIENCE COMMITTEE

TERMS OF REFERENCE

(Approved by the Board on 19 December 2016)

(Established from 1 January 2017

Last updated on 1 September 2017)

Role

Review the performance of GSK’s R&D, strategy and trajectory and assist the Board in its consideration and oversight of matters relating to R&D.

Membership

Chairman	Dr Jesse Goodman
Members	Professor Sir Roy Anderson Dr Laurie Glimcher Judy Lewent
Generally in attendance at each meeting:	Chairman Chief Executive Officer (“CEO”) President, R&D President, Global Vaccines
In attendance as as required:	Independent senior external scientific adviser(s) Chief Financial Officer Other Company executives
Secretary	Company Secretary

Constitution

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

Membership

2. The Committee shall comprise a minimum of three Non-Executive Directors of the Company appointed by the Board.
3. The Committee Chairman shall be a Non-Executive Director, designated as a Scientific and Medical Expert, appointed by the Board following receipt of a proposal from the Nominations Committee.
4. The Committee Chairman, in collaboration with the CEO and President, R&D, shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

Quorum

5. The quorum shall be three 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 executives shall attend the Committee's meetings as required:
 - a. Chairman;
 - b. CEO;
 - c. President, R&D; and
 - d. Head of Vaccines R&D.
8. Other Executives and independent scientific advisers will be invited to attend the Committee as necessary.

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.

Duties

11. The Committee shall carry out the duties set out below for the group as a whole, as appropriate.
12. The Committee shall:
 - a) Undertake periodic reviews of R&D strategy and progress;
 - b) Assess the overall performance including relevant financial metrics, effectiveness and competitiveness of R&D;
 - c) Help identify critical emerging trends in science and medicine and their potential impact on the Company;
 - d) Undertake periodic reviews of the Company's scientific capability and talent;
 - e) Review the scientific opportunity in specific large scale investments or business transactions; and
 - f) From time to time review the output of the group's science advisory boards.

Performance Appraisal & Review

13. 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.



Reporting Procedures

14. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Publication of Terms of Reference

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

Notes

Updated to reflect:

- the appointment of Dr Laurie Glimcher with effect from 1 September 2017.