

## Science Committee

### Terms of Reference

(Approved by the Board on 19 December 2016

Established from 1 January 2017.

Last updated on 8 December 2023)



The board of directors (the "Board") of GSK plc (the "Company") has established a Committee of the Board known as the Science Committee (the "Committee").

#### Role

The Committee supports the Board in its understanding of the key strategic themes, upon which the Company's R&D strategy is based, and of any external transactions, by performing in depth reviews of the underlying scientific assumptions to give the Board technical assurance. It also undertakes more in depth risk oversight of R&D related risks.

#### Current membership

Committee Chair	Dr Hal Dietz
Members	Dr Hal Barron Dr Jesse Goodman
Generally in attendance at each meeting:	Company Chair Chief Executive Officer Chief Scientific Officer
In attendance as required:	SVP, Development Independent senior external scientific adviser(s) Chief Financial Officer Chief Medical Officer SVP, Head of Audit & Assurance Chief Compliance Officer Other Company executives
Committee Secretary	Company Secretary

#### Membership

1. The Committee shall comprise a minimum of three Non-Executive Directors of the Company appointed by the Board.
2. The Committee Chair 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 & Corporate Governance Committee.
3. The Committee Chair, in collaboration with the CSO and CEO, shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee, taking into account the tenure served by Committee members.



### Quorum

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

### Attendance at Meetings

6. Only members of the Committee have the right to attend Committee meetings. However the Chair and the following Executives shall attend the Committee's meetings as required:
  - a) CSO, and
  - b) CEO;
7. Other Executives, the Chief Medical Officer, SVP Head of Audit & Assurance, SVP Global Ethics & Compliance and independent scientific advisers will be invited to attend the Committee as necessary.

### Committee Secretary

8. 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

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

### Shareholder engagement

10. The Committee Chair shall attend the Company's Annual General Meeting and be prepared to respond to shareholder questions on the Committee's activities.
11. The Committee Chair shall seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

### Duties

The Committee shall:

12. Support the Board in its understanding of the key strategic themes, upon which the Company's R&D strategy is based, and of any external transactions, by:
  - a) Performing in depth reviews of the underlying scientific assumptions;
  - b) Providing oversight of the selection of R&D pipeline goals and business development priorities;
  - c) Providing the Board with technical assurance; and
  - d) Providing Risk Oversight of R&D.
13. As required, oversee the design and operation of pipeline-related performance measures for Executive Directors, the CSO (in the context of the R&D organisation) and the wider GLT and make



recommendations to the Remuneration Committee for consideration and approval.

14. In particular it will have oversight of the enterprise risks determined by the Board to be most relevant to the Committee's area of expertise and responsibility. These currently include:

- Patient Safety
- Research Practices
- Scientific & Patient Engagement

The Committee will receive relevant materials and advice in relation to these risks including highlights from relevant Audit & Assurance and Global Ethics & Compliance outcomes, as appropriate. In addition, the Committee will review other significant risks including:

- R&D ERM
- Data Integrity
- R&D Third Party Risks
- Capability/technology building for the future

### Performance Appraisal & Review

15. 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

16. The Committee Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, unless the Committee Chair deems it inappropriate to do so, taking into account any conflicts of interest which may exist.

### Publication of Terms of Reference

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