

# GlaxoSmithKline plc Notice of Annual General Meeting 2021

**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 independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



**30 March 2021**

To the holders of the company's Ordinary Shares and American Depositary Shares.

**Dear Shareholder,**

**Annual General Meeting 2021**

I am pleased to enclose the Notice of Meeting for the twenty-first Annual General Meeting (AGM) of GlaxoSmithKline plc (the company). The AGM will be held on Wednesday 5 May 2021 at 2.30pm at the company's registered office at 980 Great West Road, Brentford, Middlesex, TW8 9GS and will be broadcast live for you to join electronically. Full details on how to participate in this year's AGM are set out at the end of this Notice.

**Business of the AGM**

Included in the business of the AGM are the usual resolutions to receive and adopt the Directors' Report and the Financial Statements for 2020, to approve the Annual report on remuneration for the year ended 31 December 2020 and to confirm the re-appointment of Directors and Deloitte LLP (Deloitte) as the company's auditor.

Judy Lewent, as previously announced, will not stand for re-election and will step down from the Board following the conclusion of the AGM. My thanks go to Judy for her 10 years of dedicated service to the Board. Charles Bancroft, who joined the Board as a Non-Executive Director and member of the Audit & Risk Committee last year, succeeded Judy as Chair of the Audit & Risk Committee in March 2021.

Lynn Elsenhans, who has served on the Board for almost nine years and who chairs the Corporate Responsibility Committee (CRC), has agreed to remain on the Board for a further year to ensure that there is continuity in the important work of the CRC. A search has been undertaken to seek a successor to Lynn as Chair of the CRC. I would like to thank Lynn for her service to the company over the last nine years and for agreeing to stay on to ensure a smooth transition.

In accordance with the UK Corporate Governance Code (the Code) and the company's Articles of Association (the Articles), all Directors of the company except for Judy Lewent will stand for re-election to the Board at the AGM and accordingly resolutions are proposed for their re-election. The biographies of all the Directors seeking re-election are set out in the explanatory notes to this Notice.

**AGM arrangements in light of COVID-19 restrictions**

We have given careful consideration to the arrangements for this year's AGM in light of the ongoing COVID-19 situation. The UK Government has announced its roadmap for easing lockdown restrictions, but this will not unfortunately allow for indoor public gatherings at the time of the AGM. Although we will be unable to allow you to physically attend the AGM, our priority is to seek to provide electronic access to the meeting for as many shareholders as possible.

For this year, we are maximising the use of existing technology to offer shareholders a range of ways to participate in the meeting. You will be able to participate electronically to ask questions and vote during the meeting, as you would if we were able to meet together in person.

Full details on how to join the AGM, ask questions and vote before and during the meeting can be found on pages 21 to 24 and in our AGM Guide. If you have questions on how to access the AGM please contact our registrar, Equiniti, who will be pleased to talk through the joining options with you. Their contact details can be found on page 25.

Current technology for shareholder meetings is not yet sufficiently developed to offer one single platform which allows shareholders to be verified to vote and participate fully by video. We will be working with our providers and peers, supported by shareholder appetite, to encourage the further development of the technology to enhance electronic participation in the future. This should become an important element of AGMs in years to come.

The health of our shareholders, employees and other stakeholders is very important to us. It is disappointing that we cannot hold a physical AGM this year and we look forward to being able to meet together again in person in 2022.

### **Voting**

Your vote is important to us and you are encouraged to vote either in advance of the AGM or on the day. If you will not be participating in the meeting electronically or otherwise wish to vote in advance, you may appoint a proxy by completing and returning a Proxy Form. Alternatively, you may appoint a proxy electronically via [www.shareview.co.uk](http://www.shareview.co.uk), [www.sharevote.co.uk](http://www.sharevote.co.uk) or, if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach Equiniti by 2.30pm (UK time) on Friday 30 April 2021. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process and their deadline for appointing a proxy.

### **Recommendation**

Your Board believes that the resolutions contained in this Notice are in the best interests of the company and shareholders as a whole and recommends that you vote in favour of them, as your Directors intend to do in respect of their beneficial shareholdings.

Yours sincerely,

**Sir Jonathan Symonds**  
Chairman  
**GlaxoSmithKline plc**

Registered in England & Wales  
No. 3888792  
Registered office:  
980 Great West Road  
Brentford  
Middlesex TW8 9GS

## GlaxoSmithKline plc Notice of Meeting

Notice is hereby given that the twenty-first AGM of GlaxoSmithKline plc will be held at 980 Great West Road, Brentford, Middlesex, TW8 9GS, on Wednesday 5 May 2021 at 2.30pm to consider and, if thought fit, pass the following resolutions. We are unable to allow shareholders to physically attend the AGM but they are invited to participate in the meeting electronically. Please see pages 21 to 24 for further information.

All resolutions will be proposed as ordinary resolutions, save for resolutions 18 to 20 and 22, which will be proposed as special resolutions.

### Ordinary Business

- 1 To receive and adopt the Directors' Report and the Financial Statements for the year ended 31 December 2020, together with the report of the auditor.
- 2 To approve the Annual report on remuneration for the year ended 31 December 2020.
- 3 To re-elect Sir Jonathan Symonds as a Director.
- 4 To re-elect Dame Emma Walmsley as a Director.
- 5 To re-elect Charles Bancroft as a Director.
- 6 To re-elect Vindi Banga as a Director.
- 7 To re-elect Dr Hal Barron as a Director.
- 8 To re-elect Dr Vivienne Cox as a Director.
- 9 To re-elect Lynn Elsenhans as a Director.
- 10 To re-elect Dr Laurie Glimcher as a Director.
- 11 To re-elect Dr Jesse Goodman as a Director.
- 12 To re-elect Iain Mackay as a Director.
- 13 To re-elect Urs Rohner as a Director.
- 14 To authorise the Audit & Risk Committee to re-appoint Deloitte LLP as the auditor of 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.
- 15 To authorise the Audit & Risk Committee to determine the remuneration of the auditor.

### Special Business

- 16 **Donations to political organisations and political expenditure (ordinary resolution)**

THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the Act), the company and all companies that are or become, at any time during the period for which this resolution has effect, subsidiaries of the company as defined in the Act, are authorised in aggregate to:

  - (a) make political donations, as defined in section 364 of the Act, to political parties and/or independent electoral candidates, as defined in section 363 of the Act, not exceeding £50,000 in total;
  - (b) make political donations to political organisations other than political parties, as defined in section 363 of the Act, not exceeding £50,000 in total; and

- (c) incur political expenditure, as defined in section 365 of the Act, not exceeding £50,000 in total,

in each case during the period beginning with the date of passing this resolution and ending at the end of the next AGM of the company to be held in 2022 (or, if earlier, at the close of business on 30 June 2022). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £100,000.

#### **17 Authority to allot shares (ordinary resolution)**

THAT the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Act, in substitution for all subsisting authorities, to exercise all powers of the company to allot shares in the company and to grant rights to subscribe for or convert any security into shares in the company up to an aggregate nominal amount of £419,232,270 which authority shall expire at the end of the next AGM of the company to be held in 2022 or, if earlier, at the close of business on 30 June 2022 (unless previously revoked or varied by the company in general meeting) save that under such authority the company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired.

#### **18 General power to disapply pre-emption rights (special resolution)**

THAT, subject to resolution 17 being passed, the Directors be and are hereby empowered to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the company as Treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of Treasury shares in connection with an offer of, or invitation to apply for, equity securities:
- (i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

but so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and

- (b) to the allotment of equity securities or sale of Treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £62,891,129, such power to expire at the end of the next AGM of the company to be held in 2022 (or, if earlier, at the close of business on 30 June 2022) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell Treasury shares) under any such offer or agreement as if the power had not expired.

**19 Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment (special resolution)**

THAT, subject to resolution 17 being passed, the Directors be and are hereby empowered in addition to any authority granted under resolution 18 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the company as Treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of Treasury shares up to a nominal amount of £62,891,129; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to expire at the end of the next AGM of the company to be held in 2022 (or, if earlier, at the close of business on 30 June 2022) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell Treasury shares) under any such offer or agreement as if the power had not expired.

**20 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 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its own Ordinary Shares of 25 pence each provided that the:

- (a) maximum number of Ordinary Shares hereby authorised to be purchased is 503,129,036;
- (b) minimum price, exclusive of expenses, which may be paid for each Ordinary Share is 25 pence;
- (c) maximum price, exclusive of expenses, which may be paid for each Ordinary Share shall be the higher of (i) an amount equal to 5% above the average market value for the company's Ordinary Shares for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue on which the purchase is carried out; and
- (d) authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next AGM of the company to be held in 2022 (or, if earlier, at the close of business on 30 June 2022), save that the company may, before such expiry, enter into a contract for the purchase of Ordinary Shares which would or might be completed wholly or partly after such expiry and the company may purchase Ordinary Shares pursuant to any such contract as if this authority had not expired.

**21 Exemption from statement of the name of the senior statutory auditor in published copies of the auditor's reports (ordinary resolution)**

THAT:

- (a) in accordance with section 506 of the Act, the name of the person who signs the auditor's reports to the company's members on the annual accounts and auditable reports of the company for the year ending 31 December 2021 as senior statutory auditor (as defined in section 504 of the Act) for and on behalf of the company's auditor, should not be stated in published copies of the reports (such publication being as defined in section 505 of the Act) and the copy of the reports to be delivered to the Registrar of Companies under Chapter 10 of Part 15 of the Act; and
- (b) the company considers on reasonable grounds that statement of the name of the senior statutory auditor would create or be likely to create a serious risk that the senior statutory auditor, or any other person, would be subject to violence or intimidation.

**22 Reduced notice of a general meeting other than an AGM (special resolution)**

THAT a general meeting of the company other than an AGM may be called on not less than 14 clear days' notice.

By Order of the Board

**Victoria Whyte**  
Company Secretary  
**30 March 2021**

Registered in England & Wales  
No. 3888792  
Registered office:  
980 Great West Road  
Brentford  
Middlesex TW8 9GS



## Explanatory notes to the business of the AGM

### Ordinary Business

Each of these resolutions will be proposed as an ordinary resolution. This means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

#### **Resolution 1 – To receive and adopt the Directors' Report and the Financial Statements for 2020**

For each financial year, the Directors must present the Directors' Report, the audited Financial Statements and the independent auditor's reports to shareholders at a general meeting.

#### **Resolution 2 – To approve the Annual report on remuneration**

The company's 2020 Remuneration report comprises the Remuneration Committee Chairman's Annual statement and the Annual report on remuneration (together, the Implementation Report).

Resolution 2 seeks shareholder approval for the Implementation Report which gives details of the implementation of the company's Remuneration policy in respect of the payments and share awards made to Directors in connection with their performance and that of the company during the year ended 31 December 2020. These details are set out on pages 112 to 132 of the 2020 Annual Report. The Implementation Report is prepared annually, and is subject to an advisory shareholder vote. The company's auditor, Deloitte, has audited those parts of the Remuneration report required to be audited and its report may be found on pages 142 to 153 of the 2020 Annual Report.

#### **Resolutions 3-13 – To re-elect Directors**

Having served as a Director for 10 years, Judy Lewent, as previously announced, will not stand for re-election and will step down from the Board following the conclusion of the AGM. All of the other Directors of the company will stand for re-election to the Board in accordance with the Articles and the Code.

Following a formal evaluation process, the Chairman is satisfied that each of the Directors standing for re-election continues to perform effectively and demonstrates commitment to their role, including commitment of time to Board and Committee meetings and their other duties.

Led by the Senior Independent Non-Executive Director, the Non-Executive Directors, without the Chairman, considered the Chairman's performance. They are satisfied that the Chairman is performing effectively and demonstrates commitment to his role, including commitment of time to Board and Committee meetings and his other duties.

All of the Non-Executive Directors are considered to be independent, with the exception of the Chairman, who was considered to be independent on appointment. Lynn Elsenhans will have served on the Board for more than nine years after 1 July 2021. She has indicated her willingness to serve as a Non-Executive Director for a further year until the 2022 AGM to ensure there is continuity in the important work of the Corporate Responsibility Committee. Given her length of service, a rigorous review has been undertaken of her independence and commitment and the Board is satisfied that she continues to act with the utmost independence, despite her length of tenure. The independence and commitment of Urs Rohner, who has served on the Board for over six years, have also been subjected to a rigorous review.

The biographies below summarise each Director's skills and experience and set out the specific reasons why each Director is, and continues to be, important to the sustainability of the company's long-term success.

## Biographies of the Directors standing for re-election

### Sir Jonathan Symonds, CBE, Non-Executive Chairman

Jon was appointed to the Board as Chairman on 1 September 2019.

**Skills and experience:** Jon has extensive international financial, life sciences and governance experience. Jon served as an Independent Non-Executive Director of HSBC Holdings plc from April 2014, and as Deputy Group Chairman from August 2018, until his retirement from the Board in February 2020. He was previously Chairman of HSBC Bank plc, Chief Financial Officer of Novartis AG, Partner and Managing Director of Goldman Sachs, Chief Financial Officer of AstraZeneca plc, and a Partner at KPMG. His governance experience includes roles as Non-Executive Director and Chair of the Audit Committees of Diageo plc and QinetiQ Group plc and Non-Executive Chair of Proteus Digital Health Inc.

Jon is a Fellow of the Institute of Chartered Accountants in England and Wales.

**External appointments:** Non-Executive Director, Rubius Therapeutics, Inc; Non-Executive Director, Genomics England Limited having previously served as its Chairman; Member, European Round Table for Industry.

**Committee Memberships:** Chair – Nominations & Corporate Governance Committee, Transformation & Separation Committee.

### Dame Emma Walmsley, Chief Executive Officer

Emma was appointed to the Board as Chief Executive Officer Designate on 1 January 2017 and became Chief Executive Officer on 1 April 2017.

**Skills and experience:** Prior to her appointment as GSK's CEO, Emma was the CEO of GSK Consumer Healthcare, a Joint Venture between GSK and Novartis, from its creation in March 2015. Emma joined GSK in 2010 from L'Oreal, having worked for 17 years in a variety of roles in Paris, London, New York and Shanghai. Emma was previously a Non-Executive Director of Diageo plc. Emma holds an MA in Classics and Modern Languages from Oxford University.

**External appointments:** Independent Director, Microsoft, Inc; Honorary Fellow, Royal Society of Chemistry.

### Charles Bancroft, Independent Non-Executive Director

Charlie was appointed to the Board as an Independent Non-Executive Director on 1 May 2020.

**Skills and experience:** Charlie has a wealth of financial and management experience in global biopharma. Charlie retired from a successful career at Bristol Myers Squibb (BMS) in March 2020 where he held a number of leadership roles in commercial, strategy and finance. Beginning his career at BMS in 1984, he held positions of increasing responsibility within the finance organisation and had commercial operational responsibility for Latin America, Middle East, Africa, Canada, Japan and several Pacific Rim countries. He was appointed Chief Financial Officer in 2010, Chief Financial Officer and Executive Vice President, Global Business Operations in 2016 and Executive Vice President and Head of Integration and Strategy & Business Development in 2019. Charlie successfully steered BMS through a period of strategic transformation, including its recent \$74bn acquisition of Celgene. Charlie also served as a member of the Board of Colgate-Palmolive Company from 2017 until March 2020.

**External appointments:** Board Member, Kodiak Sciences Inc; Board Member, BioVector Inc; Advisory Board Member, Drexel University's LeBow College of Business.

**Committee Memberships:** Chair – Audit & Risk Committee; Member – Transformation & Separation Committee.

The Board determined that Charlie has recent and relevant financial experience and agreed that he has the appropriate qualifications and background to be an audit committee financial expert.

### **Manvinder Singh (Vindi) Banga, Senior Independent Non-Executive Director**

Vindi was appointed as an Independent Non-Executive Director on 1 September 2015 and as Senior Independent Director on 5 May 2016.

**Skills and experience:** Vindi has many years of commercial experience and a track record of delivering outstanding performance in highly competitive global consumer-focused businesses. Prior to joining GSK, Vindi spent 33 years at Unilever plc, where his last role (amongst several senior positions) was President of the Global Foods, Home and Personal Care businesses, and a member of the Unilever Executive Board. Vindi sat on the Prime Minister of India's Council of Trade & Industry from 2004 to 2014 and was on the Board of Governors of the Indian Institute of Management (IIM), Ahmedabad. Vindi is also the recipient of the Padma Bhushan, one of India's highest civilian honours. Vindi has been a Non-Executive Director of the Confederation of British Industry (CBI) and Thomson Reuters Corp, Chairman of the Supervisory Board of Maser Group, Chairman of Kalle GmbH and Senior Independent Director of Marks & Spencer Group plc.

**External appointments:** Partner, Clayton Dubilier & Rice; Director, High Ridge Brands Co; Non-Executive Director, The Economist Newspaper Limited; Member, Holdingham International Advisory Board; Board Member, International Chamber of Commerce United Kingdom; Member, Governing Board of the Indian School of Business, Hyderabad; Member, Global Leadership Council of Saïd Business School, Oxford; Member, Indo UK CEO Forum; Chair of the Board of Trustees, Marie Curie.

**Committee Memberships:** Member – Audit & Risk Committee, Nominations & Corporate Governance Committee, Remuneration Committee, Transformation & Separation Committee.

### **Dr Hal Barron, Chief Scientific Officer and President, R&D**

Hal joined GSK and was appointed to the Board as Chief Scientific Officer and President, R&D on 1 January 2018.

**Skills and experience:** Prior to joining GSK, Hal was President, R&D at Calico LLC (California Life Company), an Alphabet-funded company that uses advanced technologies to increase understanding of lifespan biology. Prior to this, Hal was Executive Vice President, Head of Global Product Development, and Chief Medical Officer of Roche, responsible for all the products in the combined portfolio of Roche and Genentech. At Genentech, he was Senior Vice President of Development and Chief Medical Officer. Hal was a Non-Executive Director and Chair of the Science & Technology Committee at Juno Therapeutics, Inc until March 2018, when it was acquired by Celgene Corporation.

**External appointments:** Associate Adjunct Professor, Epidemiology & Biostatistics, University of California, San Francisco; Non-Executive Board Director, GRAIL, Inc, an early cancer detection healthcare company; Advisory Board Member, Verily Life Sciences LLC, a subsidiary of Alphabet, Inc.

### **Dr Vivienne Cox, CBE, Independent Non-Executive Director & Workforce Engagement Director**

Vivienne was appointed as an Independent Non-Executive Director on 1 July 2016 and as Workforce Engagement Director on 1 January 2019.

**Skills and experience:** Vivienne has wide experience of business gained in the energy, natural resources and publishing sectors. She also has a deep understanding of regulatory organisations and government. Vivienne worked for BP plc for 28 years, in Britain and Continental Europe, in posts including Executive Vice President and Chief Executive of BP's gas, power and renewable business and its alternative energy unit. Vivienne was previously a Non-Executive Director of BG Group plc and Rio Tinto plc and the Lead Independent Director at the UK Government's Department for International Development. Vivienne was appointed Commander of the Order of the British Empire in the 2016 New Year Honours for services to the UK Economy and Sustainability.

**External appointments:** Senior Independent Director, Pearson plc; Chairman of the Supervisory Board, Vallourec; Non-Executive Director, Stena AB; Advisory Board Member, African Leadership Institute; Vice President, Energy Institute; Advisory Board Member, Montrose Associates; Chair, Rosalind Franklin Institute; Vice Chair, Saïd Business School, Oxford and member of its Global Leadership Council; Patron, Hospice of St Francis.

**Committee Memberships:** Member – Corporate Responsibility Committee, Remuneration Committee, Transformation & Separation Committee.

### **Lynn Elsenhans, Independent Non-Executive Director**

Lynn was appointed as an Independent Non-Executive Director on 1 July 2012.

**Skills and experience:** Lynn has a wealth of experience running a global business and significant knowledge of the global markets in which GSK operates. Lynn served as Chair, President and Chief Executive Officer of Sunoco Inc from 2009 to 2012. Prior to joining Sunoco in 2008 as President and Chief Executive Officer, Lynn worked for Royal Dutch Shell, which she joined in 1980, and where she held a number of senior roles, including Executive Vice President, Global Manufacturing from 2005 to 2008. Lynn was previously a Non-Executive Director of the First Tee of Greater Houston, Flowserve Corporation and the Texas Medical Center, and a Trustee of the United Way of Greater Houston.

**External appointments:** Non-Executive Director and Chair of the Governance and Corporate Responsibility Committee, Baker Hughes Company; Board Director and Chair of the Audit Committee, Saudi Aramco; Advisory Board Member, Johns Hopkins University, Whiting School of Engineering; Member, Audit Committee Leadership Network.

**Committee Memberships:** Chair – Corporate Responsibility Committee; Member – Audit & Risk Committee, Nominations & Corporate Governance Committee, Transformation & Separation Committee.

### **Dr Laurie Glimcher, Independent Non-Executive Director and Scientific & Medical Expert**

Laurie was appointed as an Independent Non-Executive Director and designated Scientific & Medical Expert on 1 September 2017.

**Skills and experience:** Laurie brings scientific and public health expertise to the Board's deliberations, and a wealth of global, publicly listed pharmaceutical business experience. In addition to a number of senior leadership positions held at both Harvard Medical School and Harvard School of Public Health, Laurie has also served as Stephen and Suzanne Weiss Dean and Professor of Medicine at Weill Cornell Medical College and as an Attending Physician at the New York Presbyterian Hospital/Weill Cornell Medical Center. Laurie stepped down from the Board of Bristol-Myers Squibb (BMS) in 2017 after serving for 20 years on its Board. Laurie was previously a Non-Executive Director of the Waters Corporation and co-founder and Chair of the Scientific Advisory Board of Quentis Therapeutics Inc.

**External appointments:** Professor of Medicine, Harvard Medical School; CEO, President and Attending Physician, Dana-Farber Cancer Institute. Member, US National Academy of Sciences and the National Academy of Medicine; Member, Scientific Steering Committee of the Parker Institute for Cancer Immunotherapy; Independent Director, Analog Devices Inc; Member, Scientific Advisory Boards of Repare Therapeutics Inc, Abpro Therapeutics and Kaleido Biosciences Inc.

**Committee Memberships:** Member – Audit & Risk Committee, Science Committee

### **Dr Jesse Goodman, Independent Non-Executive Director and Scientific & Medical Expert**

Jesse was appointed as an Independent Non-Executive Director and designated Scientific & Medical Expert on 1 January 2016.

**Skills and experience:** Jesse brings scientific and public health expertise to the Board's deliberations. He has a wealth of experience spanning science, medicine, vaccines, regulation and public health, and has a proven record in addressing pressing public health needs from both the academic and federal sectors.

Jesse previously served in senior leadership positions at the US Food and Drug Administration (FDA), including most recently as the FDA's Chief Scientist and previously as Deputy Commissioner for Science and Public Health and as Director of the Center for Biologics Evaluation and Research (CBER).

Jesse played a leadership role in developing the FDA's Regulatory Science and Medical Countermeasures Initiatives and has worked collaboratively with industry, academia, government and global public health and regulatory partners to prepare for and respond to major public health threats, including emerging infectious diseases, disasters and terrorism. He led the FDA's response to West Nile Virus and to the 2009 H1N1 influenza pandemic and served on the Senior Leadership Team for the 2010 White House Medical Countermeasure Review. Jesse was previously a member of both the Scientific Advisory Committee and the Regulatory and Legal Working Group of the Coalition for Epidemic Preparedness Innovations (CEPI).

**External appointments:** Professor of Medicine and Attending Physician, Infectious Diseases, Georgetown University and directs the Georgetown University Center on Medical Product Access, Safety and Stewardship (COMPASS); Board Member (formerly President), United States Pharmacopeia (USP); Board Member, Scientific Counselors for Infectious Diseases, Centers for Disease Control and Prevention (CDC); Board Member, Intellia Therapeutics Inc; Member, US National Academy of Medicine.

**Committee Memberships:** Chair – Science Committee; Member – Corporate Responsibility Committee.

### **Iain Mackay, Chief Financial Officer**

Iain joined GSK and was appointed to the Board as Chief Financial Officer Designate on 14 January 2019. He became Chief Financial Officer on 1 April 2019.

**Skills and experience:** Prior to joining GSK, Iain was Group Finance Director at HSBC Holdings plc, a position he held for eight years. A chartered accountant, Iain has worked in Asia, the US and Europe and before HSBC was at General Electric, Schlumberger Dowell and Price Waterhouse. Iain was previously a Trustee of the British Heart Foundation and Chair of its Audit and Risk Committee. Iain holds an MA in Business Studies and Accounting and holds an Honorary Doctorate from Aberdeen University in Scotland. He is a member of the Institute of Chartered Accountants of Scotland.

**External appointments:** Member, Court of the University of Aberdeen and Chair of its Remuneration Committee; Member, The 100 Group and Chair of its Stakeholder Communications and Reporting Committee.

### Urs Rohner, Independent Non-Executive Director

Urs was appointed as an Independent Non-Executive Director on 1 January 2015.

**Skills and experience:** Urs has a broad business and legal background and extensive senior level experience at multinational companies. Urs has served as Chairman on a number of Boards, most recently for Credit Suisse. Prior to joining Credit Suisse in 2004, Urs served as Chairman of the Executive Board and CEO of ProSieben and ProSiebenSat.1 Media AG. This followed a number of years in private practice at major law firms in Switzerland and the US, having been admitted to the bars of the canton of Zurich in Switzerland in 1986 and the state of New York in the US in 1990.

**External appointments:** Chairman of the Board and of the Governance and Nominations Committee, Credit Suisse Group AG; Chairman and member of the Board of Trustees, Credit Suisse Research Institute and Credit Suisse Foundation; Vice-Chairman of the Governing Board, Swiss Bankers Association.

**Committee Memberships:** Chair – Remuneration Committee; Member – Nominations & Corporate Governance Committee, Member – Transformation & Separation Committee.

### Year of original election at AGM

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Lynn Elsenhans	2013
Urs Rohner	2015
Vindi Banga and Dr Jesse Goodman	2016
Dr Vivienne Cox and Emma Walmsley	2017
Dr Hal Barron and Dr Laurie Glimcher	2018
Iain Mackay	2019
Charles Bancroft and Sir Jonathan Symonds	2020

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All the Non-Executive Directors have letters of appointment rather than service contracts. Emma Walmsley, Dr Hal Barron and Iain Mackay have service contracts with notice periods of 12 months. The Non-Executive Directors' letters of appointment and Executive Directors' service contracts are available for inspection as specified in Note (k) on page 20.

### Resolutions 14 and 15 – To authorise the Audit & Risk Committee to re-appoint Deloitte LLP as auditor to the company and to determine its remuneration

The company is required to appoint auditors at every general meeting at which accounts are presented to shareholders. Deloitte has indicated that it is willing to continue as the company's auditor for a further year. The Audit & Risk Committee has reviewed Deloitte's effectiveness and the effectiveness of the audit process and recommends its re-appointment. You are asked to authorise the Audit & Risk Committee to re-appoint Deloitte and, following normal practice, to authorise the Audit & Risk Committee to determine its remuneration. Details of the company's policy with regard to the appointment of auditors, tendering the audit contract, the allocation of non-audit work and details of work undertaken by the auditor and its remuneration are given in our 2020 Annual Report, which can be viewed on [www.gsk.com](http://www.gsk.com).

## Special Business

For a resolution proposed as a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Resolution 16 – Donations to political organisations and political expenditure (ordinary resolution)**

The GlaxoSmithKline group (the Group), introduced a global policy to voluntarily stop making political donations with effect from 1 January 2009.

The Companies Act 2006 (the Act) requires companies to obtain shareholder approval before they can make donations to EU political parties, other political organisations or independent election candidates, or incur EU political expenditure. The company does not make and does not intend to make donations to political parties, other political organisations or independent election candidates, nor does it incur, or intend to incur, EU political expenditure, within the ordinary meaning of those words. However, the definitions of political donations, political expenditure and political organisations used in the Act are very wide. In particular, the definition of political organisations may 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. As a result, the definitions may cover legitimate business activities not in the ordinary sense considered to be political donations or political expenditure.

Such activities are not designed to support any political party or independent election candidate or to influence public support for any political party or independent election candidate. The authority which the Board is requesting is a precautionary measure to ensure that the company and its subsidiaries do not inadvertently breach the Act, and will be capped at £100,000 for the next year.

No payments have been made under previous authorities given in this regard.

### **Resolution 17 – Authority to allot shares (ordinary resolution)**

This resolution would give the Directors authority to allot unissued share capital with a nominal value of up to £419,232,270 (representing 1,676,929,080 Ordinary Shares of 25 pence each) which, as at 3 March 2021, being the latest practicable date prior to the publication of this Notice (the Latest Practicable Date), represented approximately 33.33% of the issued share capital of the company (excluding Treasury shares).

The authority sought under this resolution will expire on the earlier of close of business on 30 June 2022 (being the last date by which the company must hold an AGM in 2022) and the conclusion of the AGM to be held by the company in 2022.

The Directors have no present intention to exercise the authority sought under this resolution, except to fulfil the company's obligations under its employee share plans.

### **Resolutions 18 and 19 – Disapplication of pre-emption rights (special resolutions)**

Resolutions 18 and 19 would give the Directors power to allot equity securities (or sell any equity securities which the company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing holdings for up to a maximum of 10% of the company's issued share capital (excluding Treasury shares) only.

The power set out in resolution 18 would be, similar to previous years, limited to (i) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Directors otherwise consider necessary, or (ii) otherwise up to an aggregate nominal amount of £62,891,129 (representing 251,564,516 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital (excluding Treasury shares) as at the Latest Practicable Date.

Resolution 19 is intended to give the company flexibility to make non-pre-emptive issues of Ordinary Shares in connection with acquisitions and other specified capital investments as contemplated by the Pre-Emption Group's Statement of Principles (the Pre-emption Principles). The power under resolution 19 is in addition to that proposed by resolution 18 and would be limited to allotments or sales of up to an aggregate nominal amount of £62,891,129 (representing 251,564,516 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital (excluding Treasury shares) as at the Latest Practicable Date.

These disapplication authorities are in line with the authority sought at the 2020 AGM, and with institutional shareholder guidance, in particular the Pre-emption Principles. The Pre-emption Principles were revised in 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the company's issued Ordinary Share capital, provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. In May 2016, the Pre-Emption Group recommended that this additional 5% authority be sought in a separate resolution, which is the approach that the company has again taken this year.

As noted in relation to resolution 17 above, there are no current plans to allot shares pursuant to the authority under resolution 17 except in connection with the company's employee share plans. However, the Directors wish to ensure that the company has maximum flexibility in managing the Group's capital resources. The Directors do not intend to issue pursuant to the authority under resolution 17 shares representing more than 7.5% of the issued share capital of the company on a non-pre-emptive basis in any rolling three-year period without prior consultation with shareholders (save as permitted in connection with an acquisition or specified capital investment as described above).

The powers under resolutions 18 and 19 will expire at the earlier of the conclusion of the AGM of the company held in 2022 and 30 June 2022.

#### **Resolution 20 – 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. In certain circumstances it may be advantageous for the company to purchase its own shares and the Directors consider it to be desirable for this general authority to be available to provide flexibility in the management of the company's capital resources. Purchases of the company's own shares will be made only if to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally. You are asked to consent to the purchase by the company of up to a maximum of 503,129,036 Ordinary Shares, which, as at the Latest Practicable Date, represented just less than 10% of the company's issued share capital (excluding Treasury shares). The authority sought under this resolution will expire on the earlier of close of business on 30 June 2022 (being the last date by which the company must hold an AGM in 2022) and the conclusion of the AGM to be held by the company in 2022. The maximum price which may be paid for an Ordinary Share will be the higher of (i) 105% of the average middle market quotations for the five business days preceding the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue on which the purchase is carried out. The minimum price which may be paid for an Ordinary Share is its nominal value of 25 pence. The company may either retain any of its own shares which it has purchased as Treasury shares with a view to possible re-issue at a future date, use them to satisfy awards under employee share plans or cancel them. Holding the shares as Treasury shares gives management the ability to re-issue them quickly and cost-effectively and would provide the company with additional flexibility in the management of its capital base.



In any event the company confirms that it does not currently intend to make any market purchases in 2021. This authority is being sought to preserve flexibility to do so should there be a change in circumstances. The company will review the potential for future share buy-backs during 2022 in line with its usual annual cycle and subject to return and ratings criteria.

The total number of options over Ordinary Shares outstanding as at the Latest Practicable Date, was approximately 6.5 million, representing approximately 0.13% of the issued share capital (excluding Treasury shares). If the authority to buy back shares under this resolution was exercised in full, the total number of options to subscribe for Ordinary Shares outstanding as at the Latest Practicable Date would, assuming no further Ordinary Shares are issued, represent approximately 0.15% of the issued share capital (excluding Treasury shares).

#### **Resolution 21 – Exemption from statement of the name of the senior statutory auditor in published copies of the auditor’s reports (ordinary resolution)**

The Act requires that each and every copy of the auditors’ reports to the company’s shareholders on the Annual Report, and other auditable reports, which are published by or on behalf of the company, must state, where the company’s auditors are a firm, the name of the person who signed them in their own name as senior statutory auditor in relation to the audit, for and on behalf of the auditors. However, the Act provides an exemption from this requirement if the company considers on reasonable grounds that statement of the individual’s name would create, or be likely to create, a serious risk that they or any other person would be subject to violence or intimidation.

For many years, the company and its legacy companies, together with its employees, have been the focus of protests by various animal protection groups, some of which have engaged in aggressive, abusive and hostile acts. The Directors therefore believe that it is appropriate that the company should seek to utilise the confidentiality afforded to the senior statutory auditor of the company’s auditor under the Act. This resolution therefore seeks shareholder approval for the auditor’s reports for the financial year ending 31 December 2021 to omit the name of the senior statutory auditor. The company would give notice to the Secretary of State in the appropriate format if this resolution is passed.

#### **Resolution 22 – Reduced notice of a general meeting other than an AGM (special resolution)**

This resolution seeks to renew an authority granted at last year’s AGM to allow the company to call general meetings other than an AGM on 14 clear days’ notice. Changes made to the Act by The Companies (Shareholders’ Rights) Regulations 2009 (the Shareholders’ Rights Regulations) increase the notice period required for general meetings of the company to 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs will continue to be held on at least 21 clear days’ notice.

Before the Shareholders’ Rights Regulations came into force on 3 August 2009, the company was able to call general meetings other than an AGM on 14 clear days’ notice without obtaining such shareholder approval. Resolution 22 seeks to preserve this ability. If passed, this resolution will enable the company to retain maximum flexibility to seek shareholder approval for any future changes or transactions that may require such approval. The resolution will be effective until the company’s next AGM, when it is intended that a similar resolution will be proposed.

The company confirms that it will give as much notice as practicable, and in particular that it will endeavour to give at least 14 working days’ notice when calling a general meeting. The company envisages that this authority would only be used in circumstances where a shorter notice period would in the Board’s opinion be to the advantage of shareholders as a whole, and where flexibility is merited by the nature of the business of the meeting. Shareholders should note that if the company calls a general meeting on less than 21 clear days’ notice, the company will provide a means for all shareholders to vote electronically for that meeting.

## General notes

- (a) All resolutions at the AGM will be decided by poll as required by the Articles. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held and this will ensure an exact and definitive result.
- (b) A member (shareholder) of the company is entitled to appoint one or more proxies to attend the AGM, and to speak and vote on their behalf, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the company.
- (c) (i) To appoint a proxy you may:
- complete a Proxy Form which should be returned to Equiniti at the address given on page 25; or
  - if you have a Shareview portfolio, register your vote electronically by visiting **www.shareview.co.uk**, and log onto your portfolio using your Username/ID, date of birth and password. Once logged in, simply click “View” on the “My Investments” page, click on the link to vote then follow the on screen instructions; or
  - register the appointment of your proxy electronically by logging onto **www.sharevote.co.uk** using the Voting ID, Task ID and Shareholder reference number (SRN) printed on your Proxy Form and follow the instructions provided. Please note that any electronic communication sent to Equiniti in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
  - if you hold your shares in uncertificated form in CREST, you may utilise the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via **www.euroclear.com**). CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider or providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 Euroclear’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 is an amendment to an instruction to a previously appointed proxy, must, to be valid, be transmitted so as to be received by the issuer’s agent, Equiniti ID RA19 by 2.30pm on Friday 30 April 2021.

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 Euroclear 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 or providers, to procure that their 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.

- (ii) Proxy Forms and electronic proxy appointments must be received by Equiniti by 2.30pm on Friday 30 April 2021 or, in the event of any adjournment, at least two business days before the time of the adjourned meeting.
  - (iii) The “Vote withheld” option is provided to enable a member to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes “For” or “Against” a resolution.
  - (iv) If you do not have a Proxy Form and believe that you should have been sent one, or if you require additional Proxy Forms, please contact Equiniti at the address given on page 25.
  - (v) The return of a completed Proxy Form, other instrument or any CREST Proxy Instruction will not prevent a member from participating in the AGM electronically and submitting a vote online at the AGM if they wish to do so.
  - (vi) In the case of joint shareholders, the vote of the senior who tenders a vote (whether electronically or by proxy) shall be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (d) Holders of the company’s American Depositary Shares (ADS) evidenced by American Depositary Receipts may vote through the depository using the Voting Instruction Card which should be returned by the date specified. The return of a completed Voting Instruction Card will not prevent you from participating in the AGM electronically but you will not be able to vote again or change your vote at the AGM. Any ADS holder wishing to vote at the AGM should not return a completed Voting Instruction Card in advance. Details of how to participate in the meeting electronically can be found in the AGM Guide for ADS holders.
- (e) Participants in the company’s UK Corporate Sponsored Nominee service may exercise their votes through the company’s registrar, Equiniti, by using a Form of Direction, which should be returned to Equiniti at the address given on page 25. Please note that the Form of Direction must be received by 5.00pm on Wednesday 28 April 2021.
- (f) Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member to exercise the voting rights.

The statements of the rights of members in relation to the appointment of proxies in Notes (b) and (c) above do not apply to Nominated Persons. The rights described in those Notes can only be exercised by members of the company.

- (g) Members must be entered on the company's register of members at 6.30pm on Friday 30 April 2021, or, in the event of an adjournment, 6.30pm on the date which is two business days before the time of the adjourned meeting, to be entitled to attend and vote at the AGM. Members may cast votes only in respect of shares of which they were registered holders at such time, and changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- (h) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if there is more than one corporate representative, they do not do so in relation to the same shares.
- (i) Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with the auditors of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required under section 527 of the Act to publish on a website.
- (j) Any shareholder, proxy or joint shareholder attending in the AGM has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the company or the good order of the AGM that the question be answered.
- (k) Copies of service contracts or, where applicable, letters of appointment between Directors and the company or any of its subsidiaries (and any side letters relating to severance terms and pension arrangements) are available for inspection by appointment only at the company's registered office during normal UK business hours.
- (l) A copy of this Notice, and other information required by section 311A of the Act, can be found at [www.gsk.com](http://www.gsk.com).
- (m) Any electronic address provided either in this Notice or any related documents (including the Chairman's letter and Proxy Form) may not be used to communicate with the company for any purposes other than those expressly stated.
- (n) The company may process personal data of participants at the AGM. This may include webcasts, photos, recordings, and audio and video links, as well as other forms of personal data. Please refer to the company's privacy notices, including the Privacy Notice for Ordinary shareholders, which can be found at [www.gsk.com](http://www.gsk.com), for details of how the company will process personal data.
- (o) You can obtain up-to-date information on our AGM on our website at [www.gsk.com](http://www.gsk.com). Alternatively, please contact our registrar, Equiniti, or our depository, J.P. Morgan Chase Bank, N.A. Their contact details can be found on page 25.

## How to join the 2021 AGM

### (a) Electronic meeting

(i) You are encouraged to participate in the meeting via the Lumi AGM website as this will enable you to:

- watch and listen to the meeting;
- ask questions of the Board in writing; and
- submit your vote,

through the same platform.

In addition to the Lumi AGM website you may participate by telephone or Zoom if you have a question you wish to ask orally. This is explained in notes (c) and (d) below.

(ii) The AGM will be broadcast in video format with presentation slides. If you participate via the Lumi AGM website or Zoom you will be able to watch and listen to the proceedings of the meeting and see the text of the resolutions to be put to the meeting. Presentation slides will be used during the meeting and will move forward automatically as the meeting progresses.

(iii) Please also see our AGM Guide for information on how to join and participate in the meeting.

### (b) Participating via Lumi AGM website

(i) This is the most accessible way to participate in the AGM, as you can watch and listen to the meeting, ask questions and vote. You will need to enter **<https://web.lumiagm.com>** in your smartphone, tablet or computer browser. Please ensure your chosen device has the latest version of an internet browser such as Chrome, Internet Explorer 11, Edge or Firefox.

(ii) Once you have accessed the Lumi AGM website, you will be asked to enter the Meeting ID, which is **140-105-232**, followed by your Shareholder reference number (SRN) and PIN both of which can be found on your Proxy Form, Form of Direction or voting email from Equiniti.

(iii) Access to the meeting via the Lumi AGM website will be open from 1.30pm (UK time) on Wednesday 5 May 2021.

(iv) Please note that the voting functionality will not be enabled until the Chairman formally declares the poll open and will be disabled 30 minutes after the close of the meeting (unless extended at the discretion of the Chairman).

### (c) Participating by telephone

(i) If you wish to ask a question orally or do not have internet access you can participate by telephone. **If you wish to participate by telephone you must pre-register via the Lumi AGM website (see log in details in note (b) above) to obtain dial in details and a BT PIN:**

- you can pre-register from 5.00pm (UK time) on Tuesday 30 March 2021;
- on entering the Lumi AGM website, click the link to the BT website where you can pre-register by providing your name and email address. These details will be used by BT for the purposes of the AGM only;

- once you have pre-registered on the BT website, you will be sent an email containing the telephone number for the AGM together with your BT PIN. You will need your BT PIN to access the AGM by telephone and therefore you should keep this safe; and
  - for verification purposes it is important that you register your name on the BT website exactly as it appears on your Proxy Form or Form of Direction.
- (ii) **If you do not have internet access or an email address, please contact our registrar, Equiniti, who will advise how you can access the AGM by telephone. Their contact details are given on page 25.**
- (iii) Access to the AGM by telephone will be open from 2.00pm (UK time) on Wednesday 5 May 2021. On joining the meeting you will hear music until the event starts. An operator will assist you on the call if you wish to ask a question during the Q&A part of the AGM.
- (iv) Participating by telephone will enable you to listen to the proceedings of the meeting and ask a question orally, if invited to do so. However, you will not be able to watch the proceedings or vote unless you also join simultaneously via the Lumi AGM website. If you do this, please mute the audio from the Lumi AGM website during the meeting.
- (v) Alternatively, you can vote by logging in to the Lumi AGM website (with your SRN and PIN) after the meeting finishes but before the poll closes, which will be 30 minutes after the end of the meeting (unless extended at the discretion of the Chairman).
- (d) **Participating by Zoom**
- (i) If you wish to ask a question by video you can participate by Zoom. **If you wish to participate by Zoom you must pre-register by sending an email to [company.secretary@gsk.com](mailto:company.secretary@gsk.com) by 5.00pm (UK time) on Thursday 29 April 2021.** You will then be sent by email a link to the Zoom meeting with detailed joining instructions and information about an optional technical support briefing planned for Tuesday 4 May 2021. This technical support briefing is designed to help you prepare for the technical aspects of participating by Zoom. Attendance is not mandatory.
- (ii) Participating by Zoom will enable you to watch and listen to the proceedings of the meeting and ask a question by video (if invited to do so) but it will not enable you to vote. If you wish to vote you will need to log in to the Lumi AGM website (with your SRN and PIN) before the poll closes, which will be 30 minutes after the end of the meeting (unless extended at the discretion of the Chairman).
- (iii) **You should also be aware of the following points if participating by Zoom:**
- You will be verified as you would be to attend a physical meeting or when joining via the Lumi AGM website. This will be achieved by the use of breakout rooms in Zoom.
  - For verification purposes you will need to ensure your name as displayed in your Zoom portal matches your name as it appears on your Proxy Form or Form of Direction.
  - You will be asked to keep your camera on at all times throughout the meeting. If you are invited to put a question to the Board, you should be aware you will be visible to other AGM participants while asking your question. At all other times only other shareholders participating by Zoom will be able to see you. In both scenarios your name will be visible to other meeting participants. Please note that you will be automatically muted once you have joined the meeting and you will be responsible for ensuring you unmute yourself at the appropriate time and that your microphone is working. If your question is not audible to the Board, the Chairman will move on to the next question.

- The Chairman has asked that we act swiftly to eject any shareholder participating by Zoom who attempts to disrupt the orderly conduct of the meeting.
- Once the number of people pre-registering to participate by Zoom reaches capacity, no further applicants will be able to join by this means. Instead you will be advised to pre-register to participate by telephone if you wish to be able to ask questions orally.

**(e) Voting**

- (i) The Chairman will explain the voting procedure at the start of the meeting. Voting will be enabled on all resolutions once the Chairman opens the poll. This means that if you are participating via the Lumi AGM website you may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting. Resolutions will not be proposed separately.
- (ii) Once the resolutions have been proposed, the list of resolutions will appear on screen on the Lumi AGM website along with the available voting options. To vote, simply select the option that corresponds with how you wish to vote: “FOR”, “AGAINST” or “WITHHELD”. Once you have made your choice, the option will change colour and a confirmation message will appear to indicate that your vote has been cast and received. Please note there is no “submit” button. If you make a mistake or wish to change your voting instruction, simply make a revised choice. You can change your vote at any time until the poll is closed. If you wish to cancel your “live” vote and not submit a vote to the meeting, please press “Cancel”.
- (iii) The poll will remain open for 30 minutes after the AGM has formally closed to enable all shareholders to cast their vote (unless extended at the discretion of the Chairman).

**(f) Questions**

**(i) In advance of the AGM**

You may submit typed questions in advance of the AGM via the Lumi AGM website from 5.00pm (UK time) on Tuesday 30 March 2021 until 8.00am (UK time) on Tuesday 4 May 2021. These questions will not be answered ahead of the AGM but will be collated to be answered during the Q&A part of the AGM. Please note that advance questions submitted via the Lumi AGM website should only relate to the business of the meeting. Any questions concerning meeting logistics or your own shareholding should be directed to Equiniti whose contact details are given on page 25.

**(ii) During the AGM**

Any shareholder or duly appointed proxy or corporate representative is permitted to ask questions. This can be done:

- Via the Lumi AGM website, by selecting the messaging icon and typing and submitting the question using the chat function at the bottom of the screen. You will be asked to select the topic category applicable to your question.
- By telephone, with assistance from the Operator. You may be asked to provide the topic category applicable to your question.
- By Zoom, you may be asked to provide the topic category applicable to your question.

During the meeting, questions may be moderated before being passed to the Chairman. This is to combine questions from the three different sources, to avoid repetition and to ensure an orderly meeting. Please be aware that whilst we will endeavour to answer all questions posed, the moderation process may involve combining questions that are similar in nature.

You should note that submitting a question during the meeting via any of the three methods, or submitting a question in advance, will not guarantee that your question is answered during the meeting.

We will publish questions and answers on our website after the AGM.

**(g) Duly appointed proxies and corporate representatives**

If you plan to participate in the AGM as a proxy or corporate representative, please contact our registrar, Equiniti, before 2:30pm on Friday 30 April 2021 to obtain details on how to access the meeting. If you plan to participate as a proxy, the shareholder appointing you must first submit their proxy appointment before you contact Equiniti. Equiniti's contact details are given on page 25.

**(h) ADS Holders**

You should refer to the AGM Guide for ADS holders for full details of how to participate in the meeting.

**(i) How to participate in the AGM**

You may participate in the AGM:

- via the Lumi AGM website (see note (b) above); or
- by telephone if you wish to ask a question orally (see note (c) above).

To access the Lumi AGM website, you should enter the Meeting ID (**140-105-232**) and your Shareholder control number (SRN) and PIN both of which can be found on your AGM Guide.

If you wish to participate by telephone you will also need to pre-register via the Lumi AGM website as described in note (c) above.

**(ii) Questions**

If you wish to submit a question either before or during the AGM you should refer to note (f) above. ADS holders will be unable to join the AGM via Zoom to ask questions.

**(iii) Voting**

You may vote:

**In advance of the AGM** – through the depositary using your Voting Instruction Card which should be returned by the date specified. If you vote in advance you can still join the AGM but you will not be able to vote again or change your vote during the meeting.

**During the AGM** – by logging in to the Lumi AGM website, provided you have not voted in advance.

**(i) Technical Requirements**

To ensure successful participation in the meeting via the Lumi AGM website or Zoom, an active internet connection is required. Remaining connected to the meeting depends on the strength of your internet connection. GSK is therefore not able to guarantee your access will be constant. It is your responsibility to ensure connectivity for the duration of the meeting.



## Contact Details

### Registrar

Ordinary shareholders can contact the company's registrar, Equiniti Limited, using the following details:

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing, BN99 6DA

**[www.shareview.co.uk](http://www.shareview.co.uk)**

Tel: 0371 384 2991 (in the UK)\*

Tel: + 44 (0)121 415 7067 (outside the UK)

\* Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

### Depository

ADS holders can contact the depository, J.P. Morgan Chase Bank, N.A., using the following details:

EQ Shareowner Services  
P.O. Box 64504  
St. Paul  
MN 55164-0504

Overnight correspondence should be sent to:

EQ Shareowner Services  
1110 Centre Point Curve, Suite 101  
Mendota Heights  
MN 55120-4100

**[www.shareowneronline.com](http://www.shareowneronline.com)**

Tel: + 1 800 990 1135 (general)

Tel: + 1 651 453 2128 (outside the US)

Email anytime via the website **[www.shareowneronline.com](http://www.shareowneronline.com)** by selecting "Contact us".

## Additional information

### Issued share capital

All references to the company's "issued share capital" in the Explanatory notes to the business of the AGM are to the company's issued share capital as at the Latest Practicable Date:

	Balance as at 3 March 2021
Ordinary Shares (excl Treasury shares)	5,031,290,373
Treasury shares	355,205,950
Treasury shares as % of issued share capital	7.06%
Total number of voting rights	5,031,290,373

The following information is provided in respect of Part 6 of Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008:

### Share capital and control

The company's shares are listed on the London Stock Exchange and are also quoted on the New York Stock Exchange in the form of ADS. Each ADS represents two Ordinary Shares.

The holders of Ordinary Shares are entitled to receive the company's Annual Report and dividends when declared, to attend and speak at general meetings of the company, to appoint proxies and to exercise voting rights.

There are no restrictions on transfer, or limitations on the holding of Ordinary Shares, and no requirements to obtain prior approval for any transfers. No Ordinary Shares carry any special rights with regard to control of the company and there are no restrictions on voting rights.

Major shareholders have the same voting rights per share as all other shareholders. There are no known arrangements under which financial rights are held by a person other than the holder of the shares and no known agreements or restrictions on share transfers or on voting rights.

Shares acquired through GSK share plans rank equally with the other shares in issue and have no special rights. The trustees of the company's Employee Share Ownership Plan Trusts have waived their rights to dividends on shares held by the Trusts.

### Change of control

The company is not party to any significant agreements that would take effect, alter or terminate upon a change of control following a takeover bid.

The company does not have agreements with any Director or Officer that would provide compensation for loss of office or employment resulting from a takeover, except that provisions of the company's share plans may cause options and awards granted under such plans to vest on a takeover.

### Interests in voting rights

Details of the notifiable interests in the total voting rights in the company's issued share capital are given in the 2020 Annual Report.

Information provided to the company pursuant to the Financial Conduct Authority's Disclosure Guidance and Transparency Rules is published on a Regulatory Information Service and on the company's website, [www.gsk.com](http://www.gsk.com).

The company has not acquired or disposed of any interests in its own shares. However, the company has transferred shares from Treasury to satisfy awards under the Group's share plans. Details of the shares purchased, cancelled and held in Treasury are given in the 2020 Annual Report.

## Directors

The interests of Directors and their persons closely associated in the issued share capital of the company are given in the 2020 Annual Report.

The rules about the appointment and replacement of Directors are contained in the Articles. The Articles must be approved by shareholders in accordance with the legislation in force from time to time and may be amended by a special resolution of the members.

The Articles provide that Directors may be appointed by an ordinary resolution of the members or by a resolution of the Directors, provided that, in the latter instance, a Director appointed in this way retires at the first AGM following their appointment.

The Articles also require that at every AGM current Directors shall retire, in accordance with the Code, and may stand for re-election. The company's members may remove a Director by passing an ordinary resolution of which special notice has been given or by passing a special resolution.

A Director will automatically cease to be a Director if (i) they become bankrupt or compounds with their creditors generally, (ii) they are or have been suffering from mental or physical ill health and the Board resolves that their office is vacated, (iii) they have missed Directors' meetings for a continuous period of six months without permission and the Board resolves that their office is vacated, (iv) they are prohibited from being a Director by law, (v) they cease to be a Director by virtue of UK companies legislation or is removed from office pursuant to the company's Articles, (vi) they resign, (vii) they offer to resign and the Board accepts that offer, or (viii) their resignation is requested by all of the other Directors and all of the other Directors are not fewer than three in number.

The powers of the Directors are determined by UK legislation and the Articles, available on [www.gsk.com](http://www.gsk.com). As provided in those Articles, the Directors may exercise all the company's powers provided that the Articles or applicable legislation do not stipulate that any such powers must be exercised by the members. The Directors have been authorised to issue and allot Ordinary Shares, and have authority to make market purchases of shares. Renewal of these authorities is sought from shareholders at each AGM. Any shares purchased may be cancelled or held as Treasury shares.



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