



GSK plc Notice of Annual General Meeting 2024

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.

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Key Information and Registration

Date: Wednesday 8 May 2024 at 2.30pm (UK time)

Location: Royal Lancaster London, Lancaster Terrace, London W2 2TY

Joining electronically: <https://web.lumimeet.com/113292292>

Time: The AGM will start at 2.30pm. Please allow time for security and registration.

Attendance and Voting

- Members must be entered on the company's register of members at 6.30pm (UK time) on Friday 3 May 2024, or, in the event of an adjournment, 6.30pm (UK time) 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.
- Notice of your appointment of a proxy should reach Equiniti by 2.30pm (UK time) on Friday 3 May 2024.
- Access to the meeting via the Lumi AGM website will be open from 1.30pm (UK time) on Wednesday 8 May 2024.

On the Day

1.30pm (UK time)

- Registration desks open
- Q&A registration available

2.30pm (UK time)

- The AGM commences in the Nine Kings Suite

4.00pm (UK time) (approximately)

- The AGM concludes

The results of the poll will be announced by way of a stock exchange announcement which will be published on the company's website as soon as reasonably practicable following the conclusion of the meeting.

25 March 2024

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

Dear Shareholder,

Annual General Meeting 2024

I am pleased to enclose the Notice of Meeting for the twenty-fourth Annual General Meeting (AGM) of GSK plc (the company). The AGM will be held on Wednesday 8 May 2024 at 2.30pm (UK time) at Royal Lancaster London, Lancaster Terrace, London W2 2TY and will also be broadcast live for you to join electronically. Full details on how you can attend the physical meeting or participate electronically 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 2023, to approve the Annual report on remuneration for the year ended 31 December 2023 and to confirm the re-appointment of Directors and Deloitte LLP as the company's auditor.

Board

As previously announced, Urs Rohner, a Non-Executive Director, will be retiring from the Board on 8 May 2024, immediately after the conclusion of the AGM. I would like to thank Urs for his significant contribution and commitment to GSK during his time on the Board.

Wendy Becker, who as previously announced joined the Board on 1 October 2023 as an independent Non-Executive Director, will take over from Urs as Chair of the Remuneration Committee subject to her election as a Director at the AGM. Wendy has strong executive management and non-executive director experience in a broad range of global businesses, including several in the technology and life sciences sectors. She also has extensive experience of acting as Chair of Remuneration Committees.

Dr Jeannie Lee joined the Board as an independent Non-Executive Director on 4 March 2024. Jeannie has deep expertise in scientific and medical innovation, including in the fields of RNA biology and epigenetics which are key parts of GSK's R&D approach.

Together, Wendy and Jeannie further strengthen the Board's diversity of skills, capabilities and experience to lead a pure biopharma business.

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 Wendy Becker and Dr Jeannie Lee who are standing for election, and Urs Rohner who is retiring from the Board, will stand for re-election to the Board at the AGM. Resolutions are proposed for their re-election. The biographies of all the Directors seeking election or re-election are set out in the explanatory notes to this Notice and are maintained on our website at www.gsk.com.

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 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, www.sharevote.co.uk or, if you hold your shares in CREST, via the CREST system. If you hold your shares through a nominee service, please contact the nominee service provider regarding its process and deadline for appointing a proxy.

Notice of your appointment of a proxy should reach Equiniti by **2.30pm (UK time) on Friday 3 May 2024**.

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
Chair
GSK plc

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

Part 1: GSK plc Notice of Meeting

Notice is hereby given that the twenty-fourth AGM of GSK plc will be held at Royal Lancaster London, Lancaster Terrace, London W2 2TY and electronically as set out on pages 23 to 27 on Wednesday 8 May 2024 at 2.30pm (UK time) to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 19 to 21 and 23, 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 2023, together with the report of the auditor.
- 2 To approve the Annual report on remuneration for the year ended 31 December 2023.
- 3 To elect Wendy Becker as a Director.
- 4 To elect Dr Jeannie Lee as a Director.
- 5 To re-elect Sir Jonathan Symonds as a Director.
- 6 To re-elect Dame Emma Walmsley as a Director.
- 7 To re-elect Julie Brown as a Director.
- 8 To re-elect Elizabeth McKee Anderson as a Director.
- 9 To re-elect Charles Bancroft as a Director.
- 10 To re-elect Dr Hal Barron as a Director.
- 11 To re-elect Dr Anne Beal as a Director.
- 12 To re-elect Dr Harry C Dietz as a Director.
- 13 To re-elect Dr Jesse Goodman as a Director.
- 14 To re-elect Dr Vishal Sikka as a Director.
- 15 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.
- 16 To authorise the Audit & Risk Committee to determine the remuneration of the auditor.

Special Business

17 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 2025 (or, if earlier, at the close of business on 30 June 2025). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £100,000.

18 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 £428,814,763 which authority shall expire at the end of the next AGM of the company to be held in 2025 or, if earlier, at the close of business on 30 June 2025 (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.

19 General power to disapply pre-emption rights (special resolution)

THAT, subject to resolution 18 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 £64,328,647,

such power to expire at the end of the next AGM of the company to be held in 2025 (or, if earlier, at the close of business on 30 June 2025) 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 Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment (special resolution)

THAT, subject to resolution 18 being passed, the Directors be and are hereby empowered in addition to any authority granted under resolution 19 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 £64,328,647; 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 2025 (or, if earlier, at the close of business on 30 June 2025) 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.

21 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 provided that the:

- (a) maximum number of Ordinary Shares hereby authorised to be purchased is 411,703,340;
- (b) minimum price, exclusive of expenses, which may be paid for each Ordinary Share is 31¼ 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 2025 (or, if earlier, at the close of business on 30 June 2025), 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.

22 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 2024 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.

23 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
25 March 2024

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

Part 2: 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 2023

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 2023 Remuneration report comprises the Remuneration Committee Chair’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 Directors’ 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 2023. These details are set out on pages 139 to 160 of the 2023 Annual Report. The Implementation Report is prepared annually and is subject to an advisory shareholder vote. The company’s auditor, Deloitte LLP (Deloitte), has audited those parts of the Remuneration report required to be audited and its report may be found on pages 166 to 179 of the 2023 Annual Report.

Resolutions 3 to 14 – To elect and re-elect Directors

The company’s Articles require any Director newly appointed to the Board to retire at the first AGM after their appointment. The Board recommends that you elect Wendy Becker and Dr Jeannie Lee as Directors who were appointed to the Board as Non-Executive Directors on 1 October 2023 and 4 March 2024 respectively.

All of the other Directors of the company, other than Urs Rohner who is retiring, will stand for re-election to the Board in accordance with the Articles and the Code.

Following a formal evaluation process, the Chair is satisfied that each of the Directors standing for election and 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.

All our Non-Executive Directors are expected to devote such time as is necessary for the performance of their duties. Each Director is required to attend a minimum of 75% of scheduled Board and Committees meetings. However, it is recognised that there may be rare occasions when this is not possible. Special allowance is given during the first year of Board membership while calendars are aligned. There was a high attendance record at scheduled Board and Committee meetings for all our Directors who served during 2023, as set out on page 118 of the 2023 Annual Report.

Led by the Senior Independent Non-Executive Director, the Non-Executive Directors, without the Chair’s involvement, considered the Chair’s performance. They are satisfied that the Chair 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 current Non-Executive Directors are considered to be independent, with the exception of the Chair, who was considered to be independent on appointment, and Dr Hal Barron, who was formerly an Executive Director of the company. Dr Hal Barron transitioned to the role of Non-Independent Non-Executive Director on 1 August 2022.

The independence and commitment of Dr Hal Barron and Dr Jesse Goodman, who have both served on the Board for more than six years, has been subject to a rigorous review. The Board is satisfied that Dr Jesse Goodman continues to act with the utmost independence, despite his length of tenure. The Board is also satisfied that Dr Hal Barron and Dr Jesse Goodman continue to perform effectively and demonstrate commitment to their roles, including commitment of time to Board and Committee meetings and their other duties, despite their length of tenure.

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 and should therefore be elected or re-elected to the Board.

Biography of the Directors standing for election

Wendy Becker, Independent Non-Executive Director

Wendy was appointed as an Independent Non-Executive Director on 1 October 2023.

Skills and experience: Wendy is a highly experienced Non-Executive Director and has held significant leadership positions in a wide range of global businesses in public, private and non-profit sectors. She possesses a wealth of strategic and consumer marketing expertise in particular across the technology and life sciences sectors.

Wendy has strong executive management experience, having been Chief Executive Officer at Jack Wills Limited, Group Chief Marketing Officer at Vodafone Group plc and a Partner at McKinsey & Company. Wendy's interest in science, healthcare and medical research dates to her time at McKinsey, where she worked with a range of healthcare clients in the US and Europe. This was furthered during the years that she served on the Board of Cancer Research UK. More recently, Wendy spent time as a Non-Executive Director of NHS England and as Chair of the British Heart Foundation.

Wendy has held several Non-Executive Director roles, amongst others, as Chair of the Remuneration Committees of Great Portland Estates plc and Ocado Group plc and as a member of the Remuneration and Audit Committees of Whitbread plc.

Through her current and prior roles in technology companies, Wendy adds to the Board's experience in cyber security.

External appointments: Chair, Logitech International S.A.; Board Member and Chair of the Compensation Committee, Sony Group Corporation; Senior Independent Director and Chair of the Remuneration Committee, Oxford Nanopore Technologies plc; Member of the governing bodies of the University of Oxford.

Committee memberships: Member – Audit & Risk Committee and Remuneration Committee. Chair – Remuneration Committee (effective 8 May 2024).

Dr Jeannie Lee, Independent Non-Executive Director and Scientific & Medical Expert

Jeannie was appointed as an Independent Non-Executive Director and designated a Scientific & Medical Expert on 4 March 2024.

Skills and experience: Jeannie is a pioneer in the field of RNA Biology and its application to drug development and therapeutics. In addition to senior leadership positions held at both Harvard Medical School and the Massachusetts General Hospital, Jeannie co-founded Translate Bio and Fulcrum Therapeutics, two biotech companies specialising in RNA and epigenetic therapies.

Jeannie is a Member of the National Academy of Sciences, the National Academy of Medicine, a Harrington Rare Disease Scholar of the Harrington Discovery Institute, a recipient of the Lurie Prize from the Foundation for the National Institutes of Health, an awardee of the Centennial Prize from the Genetics Society of America, the 2010 Molecular Biology Prize and the 2020 Cozzarelli Prize from the National Academy of Sciences, U.S.A, and a Fellow of the American Association for the Advancement of Science. She has also served on the Board of the Genetics Society of America.

External appointments: Endowed Chair in Molecular Biology and Professor of Genetics (and Pathology), Harvard Medical School; Acting Chair of the Department of Molecular Biology, Massachusetts General Hospital; Member of Scientific Advisory Board, Skyhawk Therapeutics, Inc.; Founder of and advisor to Fulcrum Therapeutics, Inc.

Committee memberships: Member – Corporate Responsibility Committee and Science Committee.

Biographies of the Directors standing for re-election

Sir Jonathan Symonds, CBE, Non-Executive Chair

Jon was appointed to the Board as Chair 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 Chairman of the Group Audit Committee from 1 September 2014 and 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.

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

External appointments: Non-Executive Director, Genomics England Limited having previously served as its Chairman; Non-Executive Chair, Energy Aspects; Member, European Round Table for Industry; Senior Advisor to Chatham House.

Committee memberships: Chair – Nominations & Corporate Governance 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: Before being appointed 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. She was previously a Non-Executive Director of Diageo plc. The insights Emma brings as an Independent Director of Microsoft, Inc., further supplements the technology and cyber security experience of the Board.

Emma holds an MA in Classics and Modern Languages from Oxford University.

External appointments: Independent Director, Microsoft, Inc.

Julie Brown, Executive Director

Julie joined GSK and was appointed as Chief Financial Officer Designate on 3 April 2023. She was appointed to the Board as Chief Financial Officer and an Executive Director on 1 May 2023.

Skills and experience: Julie has an extensive financial and life sciences background, having been the Group CFO of Smith & Nephew from 2013 to 2017 and serving as a Non-Executive Director and Audit Chair of Roche Holding AG from 2016 to 2022. Before this, Julie was Interim Group CFO of AstraZeneca plc, having worked in a wide range of commercial, strategic and financial positions across three continents over a 25 year period. Julie was also Chief Operating Officer and CFO and Executive Director of Burberry Group plc from 2017 to 2023, where her responsibilities included Finance, Transformation, Information Technology and oversight of cyber security.

Julie is a Fellow of the Institute of Chartered Accountants and the Institute of Tax.

External appointments: Co-Chair, CFO Leadership Network, Accounting for Sustainability (part of the King Charles III Charitable Fund Group of Charities); Patron, Oxford University Women in Business; Non-Executive Director and Chair of the Audit Committee, Diageo plc (effective 5 August 2024).

Elizabeth (Liz) McKee Anderson, Independent Non-Executive Director

Liz was appointed as an Independent Non-Executive Director on 1 September 2022.

Skills and experience: Liz brings significant experience in commercial biopharmaceuticals and is a seasoned biotech board member. Her significant experience in commercial biopharmaceuticals, both operationally and at Board level, as well as her deep understanding of the biotechnology sector and application of technology, are invaluable to GSK as a pure biopharma company.

Before her current roles, Liz served as Worldwide Vice President and commercial leader in infectious diseases and vaccines and also for immunology and oncology at Janssen Pharmaceuticals, and as Vice President and General Manager at Wyeth Vaccines. Liz was also previously a Board member of Huntsworth Plc and a Board Member and Chair of the Science, Technology and Investment Committee of Bavarian Nordic A/S. Liz has a degree in Engineering and Technical Management and an MBA in Finance.

External appointments: Board Member, BioMarin Pharmaceutical, Inc; Board Member, Revolution Medicines, Inc; Board Member, Insmad, Inc; Trustee, The Wistar Institute; Director, Aro Biotherapeutics Company, a private company.

Committee memberships: Board – Audit & Risk Committee and Remuneration Committee.

Charles Bancroft, Senior Independent Non-Executive Director

Charlie was appointed to the Board as an Independent Non-Executive Director on 1 May 2020 and as Senior Independent Non-Executive Director from 18 July 2022.

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. As Chief Financial Officer, Charlie had line management responsibility for Information Technology, including cyber security. Charlie successfully steered BMS through a period of strategic transformation, including its \$74 billion acquisition of Celgene. He 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 – Nominations & Corporate Governance Committee and Remuneration 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.

Dr Hal Barron, Non-Executive Director

Hal joined GSK and was appointed to the Board on 1 January 2018. He was appointed as Chief Scientific Officer and President, R&D on 1 April 2018. Hal transitioned to the role of Non-Executive Director with additional responsibilities to support R&D on 1 August 2022.

Skills and experience: Hal has had a distinguished career in biosciences, with a strong track record of research and development (R&D). He joined the Board of GSK in 2018 as Chief Scientific Officer and President, R&D, where he brought a new approach to R&D which focused on science related to the immune system, the use of human genetics and advanced technologies to help identify the next generation of transformational medicines.

In August 2022, Hal transitioned to a Non-Independent Non-Executive Director, with additional responsibilities to support R&D.

Before 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. Hal was previously 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. He previously served as a Non-Executive Board Director of GRAIL, Inc and an Advisory Board Member of Verily Life Sciences LLC.

External appointments: CEO and Board Co-Chair, Altos Labs Inc; Associate Adjunct Professor, Epidemiology & Biostatistics, University of California, San Francisco.

Committee memberships: Member – Science Committee.

Dr Anne Beal, Independent Non-Executive Director

Anne was appointed to the Board as an Independent Non-Executive Director on 6 May 2021.

Skills and experience: Anne brings extensive healthcare experience to the Board as a physician and entrepreneur, and combines this with a passion for patient advocacy. She is a recognised health policy expert in the development of global and national programmes for improving healthcare access for all patient groups and for ensuring the voice of patients is reflected in research programmes.

Before her current roles, Anne spent six years at Harvard Medical School and Massachusetts General Hospital, where she was an instructor in paediatrics. She has also held leadership roles at the Commonwealth Fund and the Aetna Foundation. Anne was previously Deputy Executive Director and Chief Engagement Officer for The Patient-Centered Outcomes Research Institute in the US and Chief Patient Officer and Global Head of Patient Solutions at Sanofi.

External appointments: Founder and CEO, AbsoluteJOI Skincare; Board Member, AcademyHealth; Board Member, Prolacta Bioscience.

Committee memberships: Chair – Corporate Responsibility Committee; Member – Nominations & Corporate Governance Committee and Remuneration Committee.

Dr Harry (Hal) C Dietz, Independent Non-Executive Director and Scientific & Medical Expert

Hal was appointed to the Board as an Independent Non-Executive Director and designated a Scientific & Medical Expert on 1 January 2022.

Skills and experience: Hal brings extensive experience in the field of human genetics which is central to GSK's approach to R&D. He is a former President of the American Society of Human Genetics and is recognised as the world's leading authority on the genetic disorder known as Marfan Syndrome. He also brings experience in developing novel therapies, particularly in relation to disease-modifying treatments for fibrotic and neurodegenerative diseases. In total, Hal has authored 282 original publications in peer-reviewed journals during his career.

As a physician scientist, he has dedicated his entire career to the care and study of individuals with heritable connective tissue disorders with primary perturbations of extracellular matrix homeostasis and function. His lab has identified the genes for many of these conditions, for which he uses model systems to explain disease mechanisms.

Hal has received many prestigious awards including the Curt Stern Award from the American Society of Human Genetics, the Colonel Harland Sanders Lifetime Achievement Award in Medical Genetics, the Taubman Prize for excellence in translational medical science, the Harrington Prize from the American Society for Clinical Investigation and the Harrington Discovery Institute, the Pasarow Award in Cardiovascular Research, the InBev-Baillet Latour Health Prize from Belgium, and the Research Achievement Award from the American Heart Association.

He is an inductee of the American Society for Clinical Investigation, the American Association for the Advancement of Science, the Association of American Physicians, the National Academy of Medicine, and the National Academy of Sciences.

External appointments: Victor A. McKusick Professor of Paediatrics, Medicine, and Molecular Biology & Genetics in the Department of Genetic Medicine, The Johns Hopkins University School of Medicine; Investigator, Howard Hughes Medical Institute; Non-Executive Board Director, Altius Institute for Biomedical Sciences; Independent Chair, GSK's Human Genetics Scientific Advisory Board.

Committee memberships: Chair – Science Committee; Member – Nominations & Corporate Governance Committee.

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

Jesse was appointed as an Independent Non-Executive Director and designated a 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 in 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; Board Member, Adaptive Phage Therapeutics, Inc. (to be merged with BiomX Inc.).

Committee memberships: Member – Corporate Responsibility Committee and Science Committee.

Dr Vishal Sikka, Independent Non-Executive Director

Vishal was appointed as an Independent Non-Executive Director on 18 July 2022.

Skills and experience: Vishal has a distinguished background in technology, particularly in Artificial Intelligence (AI) and Machine Learning (ML), which are central to GSK's approach to R&D. He also brings a deep understanding of cyber security to the Board. He is the founder and CEO of Vianai Systems, Inc, a Silicon Valley-based company that provides advanced technological software and services in AI and ML to large enterprises around the world.

Before founding Vianai Systems in 2019, Vishal served as CEO of Infosys Limited, where he led an innovative strategy to help clients renew existing IT landscapes, using automation, design thinking and next-generation technologies to transform customer experiences. He also served as a member of the Executive Board of SAP SE, prior to which he was its Chief Technology Officer. Vishal has a PhD in AI from Stanford University and has co-authored several research abstracts related to AI, technology and database management.

External appointments: Founder and CEO, Vianai Systems, Inc; Board Member, Oracle Corporation; Member, Supervisory Board, BMW AG; Member of the Advisory Board of Stanford University's AI Center (Center for Human-Centered Artificial Intelligence).

Committee memberships: Member – Corporate Responsibility Committee.

Year of original election at AGM

Dr Jesse Goodman	2016
Emma Walmsley	2017
Dr Hal Barron	2018*
Charles Bancroft and Sir Jonathan Symonds	2020
Dr Anne Beal and Dr Hal Dietz	2022
Julie Brown, Elizabeth McKee Anderson and Dr Vishal Sikka	2023

* Date originally appointed as an Executive Director. Dr Barron has been determined a Non-Independent Non-Executive Director.

All the Non-Executive Directors have letters of appointment rather than service contracts. Emma Walmsley and Julie Brown have service contracts with notice periods of 12 months. The Non-Executive Directors' letters of appointment and the Executive Directors' service contracts are available for inspection as specified in note (l) on page 22.

Resolutions 15 and 16 – 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 2023 Annual Report, which can be viewed on 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 17 – Donations to political organisations and political expenditure (ordinary resolution)

The GSK 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 18 – 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 £428,814,763 (representing 1,372,207,241 Ordinary Shares) which, as at 23 February 2024, 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 2025 (being the last date by which the company must hold an AGM in 2025) and the conclusion of the AGM to be held by the company in 2025.

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 19 and 20 – Disapplication of pre-emption rights (special resolutions)

Resolutions 19 and 20 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 19 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 otherwise up to an aggregate nominal amount of £64,328,647 (representing 205,851,670 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 20 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 20 is in addition to that proposed by resolution 19 and would be limited to allotments or sales of up to an aggregate nominal amount of £64,328,647 (representing 205,851,670 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 2023 AGM and with institutional shareholder guidance. The Pre-Emption Principles were revised in 2022 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 10% to 20% of the company's issued Ordinary Share capital, provided that the company confirms that it intends to use the additional 10% authority only in connection with an acquisition or specified capital investment. For each limb, companies are also able to seek further authority to disapply pre-emption rights for up to an additional 2%, to be used only for a 'follow-on offer' to retail investors and existing shareholders after a placing. The Directors do not intend to apply for this increased authority or the additional 2% and will continue to seek a disapplication authority of 10% in line with the approach that the company has taken in previous years. The Directors confirm that should they utilise the authorities in Resolutions 19 and 20, they intend to follow the shareholder protections set out in Part 2B of the Pre-Emption Principles to the extent reasonably practicable and relevant (the company is not seeking authority for follow-on offers).

As noted in relation to resolution 18 above, there are no current plans to allot shares pursuant to the authority under resolution 18 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 powers under resolutions 19 and 20 will expire on the earlier of close of business on 30 June 2025 (being the last date by which the company must hold an AGM in 2025) and the conclusion of the AGM to be held by the company in 2025.

Resolution 21 – 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 411,703,340 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 2025 (being the last date by which the company must hold an AGM in 2025) and the conclusion of the AGM to be held by the company in 2025. 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 31¼ 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 or 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 2024. 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 buybacks during 2025 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 five 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 0.14% of the issued share capital (excluding Treasury shares).

Resolution 22 – 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 auditor’s report 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 auditor is 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 auditor. 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 2024 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 23 – 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 23 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 will not be used as a matter of routine but 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.

Part 3: 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 30; 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 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 (UK time) on Friday 3 May 2024**.

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) If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the company and approved by the company's registrar, Equiniti. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged **by 2.30pm (UK time) on Friday 3 May 2024** to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
 - (iii) Proxy Forms and electronic proxy appointments must be received by Equiniti **by 2.30pm (UK time) on Friday 3 May 2024** or, in the event of any adjournment, at least two business days before the time of the adjourned meeting.
 - (iv) 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.
 - (v) 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 30.
 - (vi) 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.
 - (vii) 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 ADS evidenced by American Depositary Receipts may vote through the depositary 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 or attending the AGM in person 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 on how to participate in the meeting 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 30. Please note that the Form of Direction must be received **by 5.00pm (UK time) on Wednesday 1 May 2024**.

- (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 (UK time) on Friday 3 May 2024**, or, in the event of an adjournment, 6.30pm (UK time) 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) Under sections 338 and 338A of the Act, shareholders meeting the threshold requirements set out in those sections have the right to require the company to: (i) give shareholders of the company (entitled to receive notice of the AGM) notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved, or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the company by 26 March 2023 (being the date six clear weeks before the AGM) and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

- (k) Any shareholder, proxy or joint shareholder attending 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.
- (l) 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 at the company's registered office during normal UK business hours (Saturdays, Sundays and public holidays excepted) and at the place of the AGM on **Wednesday 8 May 2024 from 1.30pm (UK time)** until the end of the meeting.
- (m) A copy of this Notice, and other information required by section 311A of the Act, can be found at www.gsk.com.
- (n) Any electronic address provided either in this Notice or any related documents (including the Chair's letter and Proxy Form) may not be used to communicate with the company for any purposes other than those expressly stated.
- (o) 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, at www.gsk.com, for details on how the company will process personal data.
- (p) You can obtain up-to-date information on our AGM on our website at www.gsk.com. Alternatively, please contact our registrar, Equiniti, or our depository, JPMorgan Chase Bank, NA. Their contact details can be found on page 30.

Part 4: AGM information

How to join the 2024 AGM

We are providing shareholders with two methods for joining the 2024 AGM – either electronically or in person – and details of each method are set out below, enabling all shareholders to participate in and attend the AGM. You are encouraged to participate in the meeting electronically as this will provide you with the full AGM experience without the need to travel.

Electronic meeting

(a) Joining electronically – Lumi AGM website

- (i) If you wish to join the meeting electronically, the Lumi AGM website will enable you to:
 - watch and listen to the meeting;
 - ask questions of the Board orally or in writing; and
 - submit your vote,through the same platform.
- (ii) The AGM will be broadcast in video format with presentation slides. If you participate via the Lumi AGM website 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) Information on how to join and participate in the meeting electronically is set out in sections (b) to (f) below. Please also see our AGM Guide for a summary.

(b) How do I join the meeting using the Lumi AGM website?

- (i) To join the meeting electronically, you will need to enter <https://web.lumimeet.com/113292292> in your computer or laptop browser. Please note that mobile telephones and tablets are not suitable to connect to the broadcast. Please ensure your chosen computer or laptop has the latest version of an internet browser such as Chrome, Edge or Firefox installed. Please note that the internet browsers Safari and Internet Explorer are not compatible with Lumi's system.
- (ii) Once you have accessed the Lumi AGM website, you will be asked to enter 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. If required, the Meeting ID is **113-292-292**. Each SRN and PIN can only be used to log in on one computer or laptop at any one time.
- (iii) After logging into the virtual platform, you will receive a prompt to allow web.lumimeet.com access to your microphone and camera. Please select 'Allow'. Please note that your video stream will not be visible to anyone in the meeting.
- (iv) You must then connect to the Zoom webinar that is integrated into the Lumi AGM website in order to watch the meeting and view the presentation slides. To watch the meeting, click on the blue 'Join' button that will appear on the right-hand panel of the virtual platform. You will need to connect your computer audio to the webinar by clicking on the blue 'Join Audio by Computer' button that will appear on the right-hand panel.
- (v) Access to the meeting via the Lumi AGM website will be open from **1.30pm (UK time) on Wednesday 8 May 2024**.

(c) How do I vote using the Lumi AGM website?

- (i) The Chair will explain the voting procedure at the start of the meeting. Voting will be enabled on all resolutions once the Chair opens the poll. 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. To vote on all resolutions displayed in the same way, select the appropriate 'Vote all' option at the top of the screen. 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 Chair).

(d) How do I ask a question using the Lumi AGM website?

(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 Monday 25 March 2024 until 5.00pm (UK time) on Friday 3 May 2024**. These questions will not be answered ahead of the AGM but will be collated to be answered during the Q&A session at 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 30.

(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 in two ways:

- **Typed: by selecting the messaging tab** and typing and submitting the question using the box at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.
- **Oral: by clicking the 'Raise Hand' icon** on the bottom bar within the webinar. The Chair will be notified that you wish to ask a question, and you will be required to wait until you are granted access to unmute yourself and speak.
 - 1) Once you have been granted access to speak, you will be prompted to click 'Allow' on the pop up from your web browser to give your browser access to your microphone (you will only need to do this the first time you speak).
 - 2) You will then need to unmute your microphone in the webinar and can begin speaking. Once your turn to speak is over, your microphone will be muted automatically.
 - 3) If you wish to speak again you will need to repeat these steps.

(e) How do I ask a question via video?

If you wish to ask a question via video, you can do so by joining the meeting through a separate Zoom call. If you wish to do this, you must pre-register by sending an email to company.secretary@gsk.com by 5.00pm (UK time) on Thursday 2 May 2024. You will then be emailed a link to the Zoom meeting with detailed joining instructions.

Participating in this way will enable you to watch and listen to the proceedings of the meeting and ask a question by video 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 Chair).

Shareholders should only join the AGM via Zoom if they wish to ask a question via video.

(f) Technical Requirements

To ensure successful participation in the electronic 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 connectivity for the duration of the meeting. Please refer to note (b)(i) on page 23 for details on internet browser compatibility with the Lumi AGM website.

Physical meeting

We will notify any changes to details of the meeting, post-publication of this document, via our website. Shareholders are encouraged to check our website in the days leading up to the AGM to ensure they are informed of any changes.

(a) I am unable to attend – what can I do?

If you are not able to attend the physical meeting at Royal Lancaster London, you could choose to participate electronically (see 'Electronic meeting' above for further details).

If you are unable to attend through either means, you can appoint another person (a proxy) to attend the meeting, speak, and/or vote on your behalf. The appointment of a proxy can be done online at www.shareview.co.uk, www.sharevote.co.uk or by post. The appointment must be received by our registrar, Equiniti, by 2.30pm (UK time) on Friday 3 May 2024. The number of shares you hold at the register deadline of 6.30pm (UK time) on Friday 3 May 2024 will decide how many votes you or your proxy/ies will have on a poll. You can find more information about appointing a proxy in the notes on the enclosed AGM Attendance Card/Proxy Form.

(b) What do I need to bring to the AGM?

Please bring proof of identity and your AGM Attendance Card or email notification with you to help with identification. You may also find it helpful to bring this document with you, to refer to during the meeting.

(c) What facilities do you have for shareholders with disabilities?

The venue is wheelchair accessible and an induction loop system will be provided in the meeting room.

(d) Can I bring a guest?

We may, at our discretion, admit to the physical meeting guests who are accompanying shareholders. We will admit anyone accompanying a shareholder who is wheelchair bound, or is otherwise in need of assistance.

(e) How do I vote at the physical meeting?

Voting on all matters except procedural issues will be on a poll. At the end of the meeting, those attending physically will be asked to complete a poll card and leave it in a voting box when exiting the auditorium.

The results of the poll will be announced by way of a stock exchange announcement which will be published on the company's website as soon as reasonably practicable following the conclusion of the meeting.

(f) How do I ask a question at the physical meeting?

The Chair will invite shareholders to ask questions at the physical meeting using designated question points. Questions will alternate between those from shareholders at the physical meeting and those attending electronically.

You may also submit typed questions in advance of the AGM via the Lumi AGM website from **5.00pm (UK time) on Monday 25 March 2024 until 5.00pm (UK time) on Friday 3 May 2024**. You can do this even if you intend to attend the AGM in person. See above for instructions on how to access the Lumi AGM website and submit a question.

(g) Security

For security reasons and to speed up admission, please do not bring suitcases, large bags, cameras, laptops or other recording equipment to the meeting. If you do, you will be asked to deposit them in a secure property store for collection after the meeting.

(h) Mobile devices

Please ensure that you switch off mobile devices during the meeting.

Additional information on questions

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

Questions regarding employee matters should be directed to the Company's internal HR tool, ServiceNow, and will not be answered during the meeting.

You should note that submitting a question in advance or during the meeting will not guarantee that your question is answered during the meeting.

The Chair has asked that we act swiftly to eject any shareholder (joining either electronically or physically) who attempts to disrupt the orderly conduct of the meeting or behaves in an unacceptable manner.

Duly appointed proxies and corporate representatives

If you plan to attend the AGM electronically through the Lumi AGM website as a proxy or corporate representative, please contact our registrar, Equiniti, on **hybrid.help@equiniti.com** before **2:30pm (UK time) on Friday 3 May 2024** 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 30.

ADS Holders

You should refer to the AGM Guide for ADS holders, enclosed with your Voting Instruction Card, 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) on page 23) or you can attend the AGM in person (see 'Physical meeting' above).

Once you have accessed the Lumi AGM website, you should enter your Shareholder control number (SRN) and PIN, both of which can be found on your AGM Guide.

If you wish to attend the AGM in person, please ensure you bring your Voting Instruction Card or other proof of identity so you can be registered. There is no need for ADS holders to pre-register their attendance at the meeting.

(ii) Voting

You may vote:

In advance of the AGM – through the depositary, JPMorgan Chase Bank, NA, 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 – provided you have not voted in advance, by logging in to the Lumi AGM website, or by depositing a completed poll card in a voting box when exiting the auditorium at the physical meeting.

(iii) Questions

ADS holders wishing to ask a question at the AGM may do so via the Lumi AGM website, either in advance of or during the meeting, or using designated question points at the physical meeting when invited to do so by the Chair. For more information, please refer to the AGM Guide for ADS holders.

If you hold your ADSs in a street name, you should contact your bank, broker or nominee for information on how to vote your ADSs. In certain circumstances, you may be able to attend the AGM.

Part 5: 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 23 February 2024
Ordinary Shares (excluding Treasury shares)	4,117,033,438
Treasury shares	196,971,155
Treasury shares as % of issued share capital	4.78%
Total number of voting rights	4,117,033,438

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 ADSs. 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 2023 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.

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 2023 Annual Report.

Directors

The interests of Directors and their persons closely associated in the issued share capital of the company are given in the 2023 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 are 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. 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.

Part 6: 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

Tel: + 44 (0)371 384 2991*

* Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales. Please use the country code when dialling from outside the UK.

A range of information is available online at **www.shareview.co.uk**, including practical help on updating your details and how to register your email address to receive shareholder communications electronically.

Depository

ADS holders can contact the depository, JPMorgan Chase Bank, NA., 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 Pointe Curve, Suite 101
Mendota Heights
MN 55120-4100

www.shareowneronline.com

Tel: + 1 877 353 1154 (general)

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

Email anytime via the website **www.shareowneronline.com** by selecting "Contact us".

Part 1

Part 2

Part 3

Part 4

Part 5

Part 6



Registered in England & Wales

No. 3888792

Registered office:

980 Great West Road

Brentford

Middlesex TW8 9GS