



## Letter to shareholders 2009

**24th March 2009**

To the holders of the company's Ordinary shares and American Depositary Shares and, for information, to the holders of the SmithKline Beecham plc Floating Rate Unsecured Loan Stock.

**Dear Shareholder,  
Annual General Meeting 2009**

I am pleased to enclose the Notice of Meeting for the ninth Annual General Meeting (the "AGM") of GlaxoSmithKline plc together with the 2008 Annual Report and 2008 Summary. The AGM will be held at 2.30pm on Wednesday, 20th May 2009 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

If you will not be attending, you may appoint a proxy electronically via [www.shareview.co.uk](http://www.shareview.co.uk) or [www.sharevote.co.uk](http://www.sharevote.co.uk) or if you hold your shares in CREST via the CREST system or by completing and returning the enclosed form of proxy. In each case, notice of your appointment of a proxy should reach the company's registrars no later than 2.30pm on Monday, 18th May 2009.

A resolution referring to the Financial Statements is included in the ordinary business of the AGM.

Our Articles of Association require that certain of our current Directors retire by rotation. I therefore ask you to support the re-election of Mr Larry Culp, Sir Crispin Davis, Dr Moncef Slaoui and Mr Tom de Swaan who will each retire and offer themselves for re-election. Sir Ian Prosser and Dr Schmitz will also be retiring, but will not be seeking re-election. They are to retire from the Board at the end of the AGM. In addition, a resolution is proposed covering the formal election of a new Non-Executive Director, Mr James Murdoch, who has been appointed to the Board with effect from 20th May 2009.

Resolutions are proposed in the special business of the AGM to approve the adoption of three new share-based remuneration plans: the GlaxoSmithKline 2009 Performance Share Plan, the GlaxoSmithKline 2009 Share Option Plan and the GlaxoSmithKline 2009 Deferred Annual Bonus Plan, as part of the new Remuneration Policy. Full details of how these plans will be implemented under the new policy can be found in the 2008 Annual Report. The key terms of the new plans are set out in the explanatory notes on pages 14 to 20 of the Notice of Meeting. In addition, resolutions are proposed to retain a notice period for general meetings other than an AGM of 14 days in preparation for the implementation of the EU Shareholder Rights Directive and, following the implementation of the Companies Act 2006, to omit from the published copies of the company's 2009 Annual Report, the name of the individual who signs the Auditors' reports on behalf of GSK's Auditors.

Explanatory notes for all the business of the AGM are given on pages 10 to 20 of this document.

### **Recommendation**

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

Yours sincerely

A handwritten signature in black ink, appearing to read 'Gent', written in a cursive style.

**Sir Christopher Gent**  
Chairman  
**GlaxoSmithKline plc**