



## Notice of meeting 2006

**NOTICE IS HEREBY GIVEN** that the sixth Annual General Meeting of GlaxoSmithKline plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, on Wednesday, 17th May 2006 at 2.30pm to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 and 13 will be proposed as special resolutions.

### Ordinary Business

1. To receive and adopt the Directors' Report and the Financial Statements for the year ended 31st December 2005.
2. To approve the Remuneration Report for the year ended 31st December 2005.
3. To elect Dr Moncef Slaoui as a Director of the company.
4. To elect Mr Tom de Swaan as a Director of the company.
5. To re-elect Mr Larry Culp as a Director of the company.
6. To re-elect Sir Crispin Davis as a Director of the company.
7. To re-elect Dr Ronaldo Schmitz as a Director of the company.
8. To authorise the Audit Committee to re-appoint PricewaterhouseCoopers LLP as Auditors to 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.
9. To authorise the Audit Committee to determine the remuneration of the Auditors.

### Special Business

#### 10 Donations to EU Political Organisations & EU Political Expenditure

THAT, in accordance with section 347C of the Companies Act 1985 (the "Act") the company is authorised:-

(a) to make donations to EU political organisations, as defined in Section 347A of the Act, not exceeding £50,000 in total; and

(b) to incur EU political expenditure, as defined in section 347A of the Act, not exceeding £50,000 in total, during the period beginning with the date of passing this resolution and ending at the end of the next Annual General Meeting of the company to be held in 2007 or, if earlier, on 16th November 2007.

#### 11 Authority to Allot Shares

THAT the Directors be and are hereby generally and unconditionally authorised, in substitution for all subsisting authorities, to exercise all powers of the company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £485,201,557 which authority shall expire at the end of the company's Annual General Meeting to be held in 2007 or, if earlier, on 16th November 2007 (unless previously revoked or varied by the company in general meeting) save that the company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant



securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### **12 Disapplication of pre-emption rights (Special resolution)**

THAT for the purposes of Article 12 of the company's Articles of Association the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred on the Directors by Resolution 11 and / or where such allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited:

(a) to the allotment of equity securities in connection with a rights issue (as defined in Article 12.5 of the company's Articles of Association) provided that an offer of equity securities pursuant to any such rights issue need not be open to any shareholder holding Ordinary Shares as treasury shares; and

(b) to the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities up to an aggregate nominal amount of £72,780,233, and shall expire at the end of the next Annual General Meeting of the company to be held in 2007 or, if earlier, on 16th November 2007, save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

### **13 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 166 of the Act to make market purchases (within the meaning of section 163 of the Act) of its own Ordinary Shares of 25p each provided that:

(a) the maximum number of Ordinary Shares hereby authorised to be purchased is 582,241,869;

(b) the minimum price which may be paid for each Ordinary Share is 25p;

(c) the maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for the company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

(d) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next Annual General Meeting of the company to be held in 2007 or, if earlier, on 16th November 2007 (provided that the company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed wholly or partly after such expiry).

### **By Order of the Board**

**Simon Bicknell**  
Company Secretary  
23rd March 2006

**Registered Office:**  
980 Great West Road  
Brentford  
Middlesex TW8 9GS

### **Notes**

(i) All resolutions at the Meeting will be decided by poll as required by the company's Articles of Association.

(ii) An "Abstain" option is provided on the proxy card accompanying this Notice of Meeting which is to enable a member (shareholder) to abstain on any particular resolution. It should be noted that an



abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.

(iii) A member of the company entitled to attend and vote at this Meeting but who is unable to be present in person is entitled to appoint one or more proxies to attend the Meeting and to vote on his behalf. A proxy is also entitled to speak at the Meeting on behalf of the member of the company who has appointed him. A proxy need not be a member of the company.

To appoint a proxy you may:

(a) Register the appointment of your proxy vote electronically using the internet by going to [www.sharevote.co.uk](http://www.sharevote.co.uk) and following the instructions provided. The proxy appointment must be received by Lloyds TSB Registrars at the address referred to on the website by 2.30pm on Monday, 15th May 2006. Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or

(b) Use the proxy card enclosed with this Notice of Meeting which should be returned direct to:  
Lloyds TSB Registrars  
The Causeway  
Worthing  
West Sussex  
BN99 6ZT  
no later than 2.30pm on Monday, 15th May 2006; or

(c) If you hold your shares in uncertificated form, utilise the CREST electronic proxy appointment service as set out below.

(iv) Holders of the company's American Depositary Shares evidenced by American Depositary Receipts (ADRs) may exercise their votes through the Depositary, The Bank of New York. Such holders wishing to attend the Meeting should obtain prior authority by being nominated an "Appointed Proxy" by the Depositary, who can be contacted at:

The Bank of New York  
Investor Relations  
P.O. Box 11258  
Church Street Station  
New York, NY 10286-1258  
USA  
Tel: 1 877 353 1154 (US toll free)  
+ 1 610 382 7836 (outside US)

(v) Copies of contracts of service or, where applicable, letters of appointment, between Directors and the company or any of its subsidiaries are available for inspection at the company's registered office given above during normal business hours (Saturdays, Sundays and public holidays excepted) and at the place of the Meeting on Wednesday, 17th May 2006 from 1.30pm until the end of the Meeting.

(vi) The register of Directors' interests in the shares of the company and its subsidiaries will also be available for inspection at the place of the Meeting on Wednesday, 17th May 2006 from 1.30pm until the end of the Meeting.

(vii) The Articles of Association of the company will be available for inspection at the company's registered office given above during normal business hours (Saturdays, Sundays and public holidays excepted) and at the place of the Meeting on Wednesday, 17th May 2006 from 1.30pm until the end of the Meeting.

(viii) Members must be entered on the company's register of members on Monday, 15th May 2006, at 2.30pm, to be entitled to attend and vote at the Meeting. Members may cast votes only in respect of shares of which they were registered holders at such time.



