

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 professional advisor 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.

19th March 2008

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 2008

I am pleased to enclose the Notice of Meeting for the eighth Annual General Meeting (the "AGM") of GlaxoSmithKline plc. The AGM will be held at 2.30 pm on Wednesday, 21st May 2008 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

If you will not be attending, you may wish to appoint a proxy electronically via www.shareview.co.uk or 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 registrar no later than 2.30 pm on Monday, 19th May 2008.

In January, we invited you to choose whether you would like to continue to receive a paper copy of formal documents sent to shareholders or whether you would prefer to receive these documents electronically. On this occasion we have decided to send all shareholders a paper copy of the Notice of Meeting and the Annual Review.

The Annual Review enclosed contains summary Financial Statements for the year to 31st December 2007. A copy of the 2007 Annual Report is also enclosed for those who have requested a copy.

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

Our Articles of Association require that every year a proportion of our current Directors must retire by rotation. I therefore ask you to support my re-election as well as the re-election of Sir Ian Prosser and Dr Schmitz, who will each retire and offer themselves for re-election. In addition, resolutions are proposed covering the formal election of a new Non-Executive Director, Professor Sir Roy Anderson, who was appointed to the Board in October 2007, and two new Executive Directors, Mr Andrew Witty (CEO Designate) and Mr Christopher Viehbacher, who were appointed to the Board in January 2008.

A resolution is proposed in the special business of the AGM to adopt new Articles of Association following the implementation of the Companies Act 2006.

Explanatory notes for all the business of the AGM are given on pages 4 to 8 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



Sir Christopher Gent

Chairman

GlaxoSmithKline plc

GlaxoSmithKline plc
980 Great West Road
Brentford
Middlesex
TW8 9GS

Notice is hereby given that the eighth Annual General Meeting of GlaxoSmithKline plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday, 21st May 2008 at 2.30 pm to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 15 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 2007.
- 2 To approve the Remuneration Report for the year ended 31st December 2007.
- 3 To elect Mr Andrew Witty as a Director.
- 4 To elect Mr Christopher Viehbacher as a Director.
- 5 To elect Professor Sir Roy Anderson as a Director.
- 6 To re-elect Sir Christopher Gent as a Director.
- 7 To re-elect Sir Ian Prosser as a Director.
- 8 To re-elect Dr Ronaldo Schmitz as a Director.
- 9 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.
- 10 To authorise the Audit Committee to determine the remuneration of the Auditors.

Special Business

11 Donations to political organisations & political expenditure

THAT, in accordance with section 366 of the Companies Act 2006 (the "2006 Act") the company is authorised:-

- (a) to make donations to political organisations, as defined in section 363 of the 2006 Act, not exceeding £50,000 in total; and
- (b) to incur political expenditure, as defined in section 365 of the 2006 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 2009 or, if earlier, on 20th November 2009.

12 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 Companies Act 1985 (the "1985 Act")) up to an aggregate nominal amount of £456,791,387, which authority shall expire at the end of the next Annual General Meeting of the company to be held in 2009 or, if earlier, on 20th November 2009 (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.

13 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 1985 Act to allot equity securities (within the meaning of section 94 of the 1985 Act) for cash pursuant to the authority conferred on the Directors by Resolution 12 and/or where such allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if section 89(1) of the 1985 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 sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £68,525,560;

and shall expire at the end of the next Annual General Meeting of the company to be held in 2009 or, if earlier, on 20th November 2009, 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.

14 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 1985 Act to make market purchases (within the meaning of section 163 of the 1985 Act) of its own Ordinary Shares of 25p each provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 584,204,484;
- (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 shall be the higher of (i) 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 (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out; 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 2009 or, if earlier, on 20th November 2009 (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).

15 Adopt new Articles of Association (Special resolution)

THAT the Articles of Association produced to the meeting, and initialled by the Chairman for the purposes of identification, be adopted as the Articles of Association of the company in substitution for, and to the exclusion of, all existing Articles of Association of the company.

By Order of the Board

Simon Bicknell
Company Secretary
19th March 2008

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

Registered in England and
Wales No. 3888792

Notes

- (i) All resolutions at the Meeting will be decided by poll as required by the company's Articles of Association.
- (ii) A "Vote Withheld" option is provided on the proxy card accompanying this Notice of Meeting which is to enable a member (shareholder) 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.
- (iii) A member of the company is entitled to appoint one or more proxies to attend the Meeting, and to speak and vote on his 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.

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 and following the instructions provided. The proxy appointment must be received by the company's registrars, Equiniti, at the address referred to on the website by 2.30 pm on Monday, 19th May 2008. Please note that any electronic communication sent to the company's 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 Equiniti at the address below, so as to be received no later than 2.30 pm on Monday, 19th May 2008; or
- (c) if you hold your shares in uncertificated form, you should utilise the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

If you do not have a proxy card and believe that you should have one, or if you require additional proxy cards, please contact Equiniti on the numbers given below.

The return of a completed proxy card, other instrument or any CREST Proxy Instruction (as described in the section entitled "Information on how to vote" below) will not prevent a member attending the Meeting and voting in person if he/she wishes to do so.

Equiniti can be contacted by post at:

Equiniti Limited
FREEPOST SEA 10846
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

or by telephone on 0871 384 2991* if calling from within the UK, or on +44 (0)121 415 7067 if calling from outside the UK.

**At the time of publication, calls to this number were charged at 8p per minute from a BT landline. The prices charged by BT and other telephony providers may change from time to time.*

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

The Bank of New York Mellon
Shareholder Relations
P.O. Box 11258
Church Street Station
New York, NY 10286-1258
USA

Tel: 1 877 353 1154 (US toll free)
+ 1 212 815 3700 (outside US)

- (v) Participants in the company's Corporate Sponsored Nominee service may exercise their votes through the company's registrars, Equiniti, by using the form of direction enclosed with this Notice of Meeting, which should be returned direct to Equiniti at the address in Note (iii)(c) above, so as to be received no later than 2.30 pm on Saturday, 17th May 2007.

Such holders wishing to attend the Meeting should obtain prior authority by being appointed as proxy by the Registrar, who can be contacted on the telephone numbers given in Note (iii)(c) above.

- (vi) Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
- (vii) The statement of the rights of members in relation to the appointment of proxies in paragraph (iii) above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the company.

Notes continued

- (viii) 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, 21st May 2008 from 1.30 pm until the end of the Meeting.
- (ix) 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, 21st May 2008 from 1.30 pm until the end of the Meeting.
- (x) A copy of the proposed new Articles of Association of the company, and a copy of the existing 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, 21st May 2008 from 1.30 pm until the end of the Meeting.
- (xi) Members must be entered on the company's register of members on Monday, 19th May 2008, at 6.00 pm (or, in the event of an adjournment, 6.00 pm on the date which is two days before the time of the adjourned meeting), 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, 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 Meeting.
- (xii) In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (a) if a corporate member has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions, and (b) if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (a) above.

Ordinary Business

Each resolution 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 2007

For each financial year, the Directors must present the Directors' Report, the audited Financial Statements and the independent auditors' report to shareholders at a General Meeting.

Resolution 2 – To approve the 2007 Remuneration Report

In accordance with the Directors' Remuneration Report Regulations 2002, shareholders are invited to vote on the Remuneration Report, which may be found on pages 72 to 86 of the 2007 Annual Report or a summary of which can be found on pages 22 to 24 of the 2007 Annual Review.

Resolutions 3-8 – Election and Re-election of Directors

The company's Articles of Association require any Director newly appointed by the Board to retire at the first Meeting after appointment. You are therefore asked to elect as Directors, Mr Andrew Witty (CEO designate) and Mr Christopher Viehbacher (President, US Pharmaceuticals), who were each appointed to the Board since last year's Meeting. The appointments of Messrs Witty and Viehbacher will increase the overall number of executive directors on the Board, and will ensure it remains strongly aligned to the company's strategy and operational performance. The Board considers that Messrs Witty and Viehbacher each bring significant experience of the company's operations, as well as valuable knowledge of the pharmaceutical industry in general.

You are also asked to elect as a Director, Professor Sir Roy Anderson, who was also appointed to the Board since last year's Meeting. The Board considers that Sir Roy brings a wealth of scientific and other experience to the Board. In addition to fulfilling the usual responsibilities of a Non-Executive Director, Sir Roy will spend time within the company's research and development organisation and, with his experience, will provide the Board with valuable insights to scientific developments at GSK.

The Articles of Association also require one-third of the current Directors to retire at each AGM. All of the Directors are eligible to seek re-election by shareholders at the Meeting, if they so wish. Dr Garnier, Sir Christopher, Sir Ian and Dr Schmitz are all retiring by rotation. Dr Garnier is not seeking re-election and will retire from the Board at the conclusion of the AGM. Sir Christopher was elected to the Board in 2005. Sir Ian was elected to the Board in 2001 and last sought re-election in 2005. Dr Schmitz was elected to the Board of Glaxo Wellcome plc in 1997 and last sought re-election in 2007.

Sir Christopher, Sir Ian and Dr Schmitz each offer themselves for re-election at the AGM. The Chairman is satisfied that each of Sir Ian and Dr Schmitz continue to perform effectively and demonstrate commitment to their role including commitment of time for Board and committee meetings and their other duties.

Led by the Senior Independent Director, the Non-Executive Directors met without the Chairman present to consider the Chairman's performance. The Senior Independent Director and the other Non-Executive Directors are satisfied that the Chairman continues to perform effectively and demonstrates commitment to his role, including commitment of time for Board and committee meetings and his other duties.

The Board and Dr Schmitz agreed in 2005 that he should stand for a further three year term. The Board is also satisfied that, following its review of Board and Director effectiveness in December 2007, Dr Schmitz remains independent in character and judgement. He continues to demonstrate the characteristics of independence, such as objectively challenging management and taking part in rigorous debate, while at the same time possessing an outstanding knowledge of the company's business and affairs, together with his experience gained as Chairman of the Audit Committee. In a long cycle investment business, such as GSK, it is considered to be particularly important to have experienced members on the Board.

Sir Roy, Sir Christopher, Sir Ian and Dr Schmitz are all Non-Executive Directors and have letters of appointment rather than service contracts. Messrs Witty and Viehbacher each have a service contract with a notice period of 12 months. The Non-Executive Directors' letters of appointment and Executive Directors' service contracts are available for inspection as specified in Note (viii) above.

Biographical details for each of the Directors standing for election or re-election to the Board at the Meeting are given in the company's 2007 Annual Report and 2007 Annual Review. In addition, current biographical details for each Director are maintained on www.gsk.com.

Resolutions 9 & 10 – To authorise the Audit Committee to reappoint PricewaterhouseCoopers LLP as Auditors to the company and to determine their remuneration

At every General Meeting at which accounts are presented to shareholders, the company is required to appoint auditors to serve until the next such meeting. PricewaterhouseCoopers LLP have indicated that they are willing to continue as the company's auditors for another year. You are asked to re-appoint them and, following normal practice, to authorise the Audit Committee to determine their remuneration. Details of the company's policy with regard to non-audit work and details of work undertaken by the Auditors and their remuneration are given in the company's Annual Report which can be viewed on www.gsk.com.

Special Business

Where resolutions are passed as special resolutions in order for those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 11 – Donations to Political Organisations & Political Expenditure (Ordinary resolution)

The 2006 Act requires companies to seek shareholder approval for donations to Political Organisations. Although the company does not make and does not intend to make donations to political parties within the normal meaning of that expression, the definition in the legislation of "political organisations" is wide. It can 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.

No payments have ever been made under this authority.

Resolution 12 – Authority to Allot Shares (Ordinary resolution)

This resolution gives the Directors authority to allot unissued share capital with a nominal value of up to £456,791,387 which, as at 22nd February 2008, being the last practicable date prior to the publication of this Notice, represented just less than one-third of the issued share capital of the company. The Directors have no intention at present to exercise this authority to allot unissued shares of the company.

Resolution 13 – Disapplication of pre-emption rights (Special resolution)

This resolution gives the Directors authority to allot Ordinary Shares (including any Ordinary Shares which the company has purchased and elected to hold as treasury shares) for cash without first offering them to existing shareholders in proportion to their existing shareholdings and is limited to allotments in connection with rights issues, or otherwise up to a maximum nominal amount of £68,525,560 representing just less than 5% of the company's issued share capital. This authority is granted under section 95 of the 1985 Act and is a standard resolution for most UK companies listed on the London Stock Exchange, each year.

Resolution 14 – 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. Purchases of the company's own shares will be made only after considering the effects on earnings per share and the benefits for shareholders generally. You are asked to consent to the purchase by the company of up to a maximum of 548,204,484 Ordinary Shares, which represents just less than 10% of the company's issued share capital. This authority will expire at the end of the next Annual General Meeting or, if earlier, on 20th November 2009. 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 bid at the time the purchase is carried out. The minimum price which may be paid for an Ordinary Share is its nominal value of 25p. The company may either retain any of its own shares which it has purchased as treasury shares with a view to possible reissue at a future date, or cancel them. The company would consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares. This would give the company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the company with additional flexibility in the management of its capital base.

The total number of options over Ordinary Shares outstanding as at 22nd February 2008, being the last practicable date prior to the publication of this Notice, was approximately 335 million representing approximately 6.11% of the issued share capital. If the authority to buy back shares under this resolution were exercised in full, the total number of options to subscribe for Ordinary Shares outstanding as at 22nd February 2008 would, assuming no further Ordinary Shares are issued, represent 6.79% of the issued share capital. The total number of options as set out above includes options granted by the company and legacy companies, Glaxo Wellcome plc and SmithKline Beecham plc. The obligations of the company in respect of Ordinary Shares issuable under options outstanding are partly hedged by Ordinary Shares held by the Group's employee share ownership trusts, details of which can be found in the 2007 Annual Report which is available on the company's website at www.gsk.com. The company's current intention is to satisfy the exercise of outstanding options over approximately 119 million Ordinary Shares, representing approximately 2.18% of the issued share capital of the company, by the release of Ordinary Shares from the Group's employee share ownership trusts, which on 22nd February 2008 held approximately 166 million Ordinary Shares, and the remainder by the issue of new Ordinary Shares.

Resolution 15 – Adoption of new Articles of Association (Special resolution)

The company proposes to adopt new Articles of Association (the “New Articles”). These incorporate amendments to the current Articles of Association (the “Current Articles”) to reflect certain provisions of the 2006 Act which have either come into force or are expected to come into force over the course of the next year.

The principal changes are set out below:

(i) Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings.

(ii) Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being removed as the concept of extraordinary resolutions has not been retained under the 2006 Act. Further, the remainder of the provision is reflected in full in the 2006 Act.

The Current Articles enable members to act by written resolution. Under the 2006 Act public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

(iii) Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the New Articles because the relevant matters are provided for in the 2006 Act. In particular, a general meeting that is not an annual general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

(iv) Votes of members

The time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. The New Articles give the directors discretion, when calculating the time limits, to exclude weekends and bank holidays. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

(v) Conflicts of interest

The 2006 Act sets out directors' general duties. These provisions largely codify the existing law, but with some changes.

Under the 2006 Act, from 1st October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or a potential conflict. Firstly, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

It is the Board's intention to report annually on the company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

(vi) Notice of board meetings

Under the Current Articles, when a director is abroad he can request that notice of directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad. It has been replaced with a more general provision that a director is treated as having waived his entitlement to notice unless he supplies the company with the information necessary to ensure that he receives notice of a meeting before it takes place.

(vii) Records to be kept

The provision in the Current Articles requiring the board to keep accounting records has been removed as this requirement is contained in the 2006 Act.

(viii) Distribution of assets otherwise than in cash

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the company going into liquidation. These provisions have been removed in the New Articles as the provisions are a reflection of applicable insolvency legislation.

(ix) Directors' indemnities and loans to fund expenditure

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

(x) General

The opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

Issued share capital

All references to the company's 'issued share capital' in the Explanatory Notes above are to the company's issued share capital as at 22nd February 2008, which was 5,482,044,849 Ordinary Shares, excluding any Ordinary Shares held as treasury shares. As at 22nd February 2008, the company held 504,194,158 Ordinary Shares as treasury shares, representing 9.20% of the company's issued share capital (excluding treasury shares) as at that date. As at 22nd February 2008, the total number of voting rights in the company was 5,482,044,849.

The following information is provided in respect of section 992 Companies Act 2006:

Share capital and control

As at 31st December 2007, the company's authorised share capital comprised £2,500,000,000, divided into 10,000,000,000 Ordinary shares of 25p each nominal value, representing 100% of the total authorised share capital. On 31st December 2007 there were 5,508,392,868 Ordinary shares in issue, excluding 504,194,158 Treasury shares. GSK's shares are listed on the London Stock Exchange and are also quoted on the New York Stock Exchange in the form of American Depositary shares (ADSs). Each ADS represents two Ordinary shares.

The holders of Ordinary shares are entitled to receive dividends, when declared, the company's report and accounts, 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 to 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 on restrictions on share transfers or on voting rights.

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

Other than as stated below, as far as the company is aware, there are no persons with significant direct or indirect holdings in the company. Information provided to the company pursuant to the Financial Services and Authority's (FSA) Disclosure and Transparency Rules (DTRs) is published on a Regulatory Information Service and on the company's website.

At 22nd February 2008, the company had received notifications in accordance with the FSA's DTRs of the following notifiable interests, in the voting rights in the company's issued share capital:

	No. of shares	Percentage of issued capital (%)*
Legal & General Management Limited	289,799,780	5.29
Barclays PLC	199,225,616	3.63

* Percentage of Ordinary shares in issue, excluding Treasury shares as at 22nd February 2008.

The Bank of New York Mellon is the Depositary for the company's ADRs, which are listed on the New York Stock Exchange. Ordinary shares representing the company's ADR program, which are managed by the Depositary, are registered in the name of BNY (Nominees) Limited.

The company has not acquired or disposed of any interests in its own shares, other than in connection with the company's share buy-back programme. Details of the shares purchased, cancelled and held in Treasury are given in the Annual Report and Annual Review.

Directors and Officers

The interests of Directors and Officers and their connected persons in the issued share capital of the company are given in the Annual Report.

The rules about the appointment and replacement of directors are contained in the company's Articles of Association. The company's Articles must be approved by shareholders in accordance with the legislation in force from time to time.

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 his appointment.

The Articles also provide that at every AGM at least one third of the directors retire by rotation, and detail the circumstances in which and how they may be re-elected. The company's members may remove a director by passing an ordinary resolution of which special notice has been given. A director may automatically cease to be a director if (i) a bankruptcy order is made against him, (ii) he makes an arrangement or composition with his creditors or applies for an interim order in connection with a voluntary arrangement, (iii) he is suffering from a mental disorder, (iv) he has missed directors' meetings for a continuous period of six months without permission and the other directors resolve that he shall cease to be a director, (v) he is prohibited from being a director by law, (vi) he resigns, (vii) he offers to resign and the other directors accept that offer, or (viii) at least three other directors require him to resign.

The company's articles may be amended by a special resolution of the members.

The powers of the directors are determined by UK legislation and the company's Memorandum and Articles of Association, 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, pursuant to Articles 9-15 and have authority to make market purchases of shares pursuant to Article 8. The powers under Articles 8, and 10-13 are referred to shareholders at the AGM for renewal. Shareholders are also requested to renew the directors' power to make market purchases of shares at each AGM. Any shares purchased may be cancelled or held as Treasury shares.

Voting using Shareview

If you have a Shareview portfolio, you may register your vote electronically by visiting www.shareview.co.uk, logging into your account and following the instructions provided.

Voting using Sharevote

You may register your vote electronically by visiting www.sharevote.co.uk and following the instructions provided.

Voting using CREST's electronic proxy appointment service

If you hold your shares in uncertificated form in CREST you may use the electronic proxy appointment service operated by CREST to appoint a proxy and register your vote.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Wednesday, 21st May 2008 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Receipt of your vote

In order 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 an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent, Equiniti (ID 7RA01) by 2.30 pm on Monday, 19th May 2008 in order to be valid.

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(s), to procure that his 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.