



Notice of meeting 2005

NOTICE IS HEREBY GIVEN that the fifth Annual General Meeting of GlaxoSmithKline plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, on Wednesday, 25th May 2005 at 2.30pm to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 17 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 2004.
2. To approve the Remuneration Report for the year ended 31st December 2004.
3. To elect Sir Christopher Gent as a Director of the company.
4. To elect Sir Deryck Maughan as a Director of the company.
5. To elect Mr Julian Heslop as a Director of the company.
6. To re-elect Dr Jean-Pierre Garnier as a Director of the company.
7. To re-elect Sir Ian Prosser as a Director of the company.
8. To re-elect Dr Ronaldo Schmitz as a Director of the company.
9. To re-elect Dr Lucy Shapiro as a Director of the company.
10. To authorise the Audit Committee to re-appoint PricewaterhouseCoopers LLP as Auditors to the company to hold office from the conclusion of the Meeting to the conclusion of the next Meeting at which accounts are laid before the company.
11. To authorise the Audit Committee to determine the remuneration of the Auditors.

Special Business

1. **Donations to EU Political Organisations and 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 2006 or, if earlier, on 24th November 2006.

2. **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 by Resolution 20 passed at the Annual General Meeting held on 21st May 2001 which expires at the end of the company's Annual General Meeting in 2006 or, if earlier, on 20th May 2006, 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 £73,301,955,

and shall expire at the end of the next Annual General Meeting of the company to be held in 2006 or, if earlier, on 24th November 2006.

3. **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 586,415,642;

(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 2006 or, if earlier, on 24th November 2006 (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).

4. **Insertion of new Article 48A into the Articles of Association (Special resolution)**

THAT the Articles of Association of the company be amended by inserting a new Article 48A as follows:

"48A. Resolutions of members at Annual General Meetings

48A.1 If, on or before, 31st January in any year any shareholder or shareholders shall, in accordance with section 376 of the Companies Act, require the Company, in relation to the Annual General Meeting to be held in that year, to give notice of a resolution which may properly be moved or to circulate a statement in acceptable form, the Company shall circulate that resolution or statement with the notice of the Annual General Meeting without cost to the requisitionists.

48A.2 If any requisition is made in accordance with section 376 of the Companies Act after 31st January in any year and prior to the annual general meeting to be held in that year, the Company shall require that the requisitionists deposit or tender a sum sufficient to meet the Company's reasonable expenses in complying with such requisition."

5. **Deletion of Article 154.2 of the Articles of Association (Special resolution)**

THAT the Articles of Association of the company be amended by the deletion of Article 154.2 and the consequential re-numbering of Article 154.3 as Article 154.2.

6. **Amendment to Article 81 of the Articles of Association (Special resolution)**

THAT the Articles of Association of the company be amended by amending Article 81 so that it reads as follows:

"A proxy or an Appointed Proxy may speak at a meeting."

By Order of the Board

Simon Bicknell
Company Secretary
24th March 2005

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 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 Lloyds TSB Registrars at the address referred to on the website by 2.30pm on Monday, 23rd May 2005. 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 6DX

no later than 2.30pm on Monday, 23rd May 2005; 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 Depository, The Bank of New York. 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
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 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, 25th May 2005 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, 25th May 2005 from 1.30pm until the end of the Meeting.

(vii) The form of the Articles of Association of the company incorporating the amendments proposed by resolutions 15 to 17 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, 25th May 2005 from 1.30pm until the end of the Meeting.

(viii) Members must be entered on the company's register of members on Monday, 23rd May 2005, 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.