



GlaxoSmithKline plc
Notice of Annual General Meeting
2.30pm on Thursday, 6th May 2010

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.

16th March 2010

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 2010

I am pleased to enclose the Notice of Meeting for the tenth Annual General Meeting (the "AGM") of GlaxoSmithKline plc together with the 2009 Annual Report and 2009 Summary. The AGM will be held at 2.30pm on Thursday, 6th May 2010 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 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 registrars no later than 2.30pm on Tuesday, 4th May 2010.

A resolution referring to the Directors' Report and 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 Dr Stephanie Burns, Mr Julian Heslop, Sir Deryck Maughan, Dr Daniel Podolsky and Sir Robert Wilson, who will each retire and offer themselves for re-election.

We are asking shareholders to approve a number of amendments to our Articles of Association primarily to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009 and the remaining provisions of the Companies Act 2006, which came into effect in October 2009. An explanation of the main changes between the proposed and the existing Articles of Association can be found in the explanatory notes to the Notice.

In addition, resolutions are proposed to retain a notice period for general meetings other than an AGM of 14 days and to omit from the published copies of the company's 2010 Annual Report, the name of the individual who signs the Auditors' reports on behalf of the company's Auditors.

As required by the company's Articles of Association, each of the resolutions at the AGM will be decided by poll.

Explanatory notes for all the business of the AGM are given on pages 10 to 16 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

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

GlaxoSmithKline

Notice of Meeting

Notice is hereby given that the tenth Annual General Meeting of GlaxoSmithKline plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday, 6th May 2010 at 2.30pm to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 12, 13, 15 and 16 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 31st December 2009.
- 2 To approve the Remuneration Report for the year ended 31st December 2009.
- 3 To re-elect Dr Stephanie Burns as a Director.
- 4 To re-elect Mr Julian Heslop as a Director.
- 5 To re-elect Sir Deryck Maughan as a Director.
- 6 To re-elect Dr Daniel Podolsky as a Director.
- 7 To re-elect Sir Robert Wilson as a Director.
- 8 To authorise the Audit & Risk 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 & Risk Committee to determine the remuneration of the Auditors.

Special Business

10 Donations to political organisations & political expenditure (Ordinary resolution)

THAT, in accordance with section 366 of the Companies Act 2006 (the "Act") the company is, and all companies that are at any time during the period for which this resolution has effect subsidiaries of the company are, authorised:

- (a) to 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
- (b) to incur political expenditure, as defined in section 365 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 2011 or, if earlier, on 30th June 2011.

11 Authority to allot shares (Ordinary resolution)

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 shares in the company and to grant rights to subscribe for or convert any security into shares in the company:

Notice of Meeting : continued

- (a) up to an aggregate nominal amount of £432,578,962; (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) in excess of such sum); and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £865,157,925 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (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 Board otherwise considers necessary,

and so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory, or any matter whatsoever, which authorities shall expire at the end of the next Annual General Meeting of the company to be held in 2011 or, if earlier, on 30th June 2011 (unless previously revoked or varied by the company in general meeting) save that under each 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 securities 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.

12 Disapplication of pre-emption rights (Special resolution)

THAT, subject to resolution 11 being passed, the Directors be and are hereby empowered to allot equity securities (as defined in 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 under section 560(3) of the Act, free of the restrictions in section 561(1) of the Act, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 11, by way of a rights issue only):
 - (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 Board otherwise considers necessary,

but so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory, or any matter whatsoever; and

- (b) in the case of the authority granted under paragraph (a) of Resolution 11 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £64,893,333,

and shall expire at the end of the next Annual General Meeting of the company to be held in 2011 (or, if earlier, at the close of business on 30th June 2011) 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 701 of the Act to make market purchases (within the meaning of section 693(4) 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 519,146,669;
- (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 5% above the average market value of 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 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 2011 or, if earlier, on 30th June 2011 (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 and the company may purchase Ordinary shares pursuant to any such contract under this authority).

14 Exemption from statement of the name of the senior statutory auditor in published copies of the Auditors' reports (Ordinary resolution)

THAT:

- (a) in accordance with section 506 of the Act, the name of the person who signs the Auditors' reports to the company's members on the annual accounts and auditable reports of the company for the year ending 31st December 2010 as senior statutory auditor (as defined in section 504 of the Act) for and on behalf of the company's Auditors, 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.

15 Reduced notice of a general meeting other than an Annual General Meeting (Special resolution)

THAT a general meeting of the company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Notice of Meeting : continued

16 Adopt new Articles of Association (Special resolution)

THAT:

- (a) the Articles of Association of the company be amended by deleting all the provisions of the company's Memorandum of Association which, by virtue of section 28 of the Act, are to be treated as provisions of the company's Articles of Association; and
- (b) the Articles of Association produced to the meeting, and initialled by the Chairman for the purpose 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
16th March 2010

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/her 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, by 2.30pm on Tuesday, 4th May 2010. 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 2.30pm on Tuesday, 4th May 2010; 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. Further details of voting via CREST are also given on page 18 of this document.

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" on page 18) 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:
 - BNY Mellon Shareowner Services
 - P.O. Box 358516
 - Pittsburgh, PA 15252-8516
 - USA
 - Tel: 1 877 353 1154 (US toll free)
 - + 1 201 680 6825 (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) above, so as to be received no later than 2.30pm on Saturday, 1st May 2010.
- (vi) 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 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.
- (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

Notes : continued

- at the company's registered office given on page 6 during normal business hours (Saturdays, Sundays and public holidays excepted) and at the place of the Meeting on Thursday, 6th May 2010 from 1.30pm 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 Thursday, 6th May 2010 from 1.30pm until the end of the Meeting.
 - (x) Members must be entered on the company's register of members on Tuesday, 4th May 2010, at 6.00pm (or, in the event of an adjournment, 48 hours 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.
 - (xi) 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 they do not do so in relation to the same shares.
 - (xii) 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 auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor 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 auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the company has been required under section 527 of the Act to publish on a website.
 - (xiii) Any member attending the Meeting 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 Meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the Meeting 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 Meeting that the question be answered.
 - (xiv) A copy of this Notice, and other information required by section 311A of the Act, can be found at www.gsk.com
 - (xv) Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the company (i) to give, to members of the company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting 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 not later than 24th March, being the date 6 clear weeks before the meeting, 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.

- (xvi) Copies of the company's Articles of Association marked to show the proposed amendments to be adopted at the Annual General Meeting are available for inspection at the company's registered office and at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY during normal business hours on any business day until the close of the Annual General Meeting and will be available at the place of the Meeting from 1.30pm until the conclusion of the Meeting.
- (xvii) Any electronic address provided either in this Notice or any related documents (including the Chairman's letter and proxy form) may not be used to communicate with the company for any purposes other than those expressly stated.

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 2009

For each financial year, the Directors must present the Directors’ Report, the audited Financial Statements and the independent Auditors’ reports to shareholders at a General Meeting.

Resolution 2 – To approve the 2009 Remuneration Report

In accordance with section 439 of the Act, shareholders are invited to vote on the Remuneration Report, which may be found on pages 73 to 90 of the 2009 Annual Report. The vote is advisory only, however, and the directors’ entitlement to remuneration is not conditional on this resolution being passed.

Resolutions 3-7 – Re-election of Directors

The Articles of Association require certain of the current Directors to retire at each Annual General Meeting dependent on their length of service and the period since their last re-election. All of the Directors are eligible to seek re-election by shareholders at the Annual General Meeting, if they so wish.

Dr Stephanie Burns, Mr Julian Heslop, Sir Deryck Maughan, Dr Daniel Podolsky and Sir Robert Wilson are all retiring by rotation. Sir Robert was elected to the Board in 2003; Sir Deryck was elected to the Board in 2004 and Mr Heslop was elected to the Board in 2005. Dr Podolsky was elected to the Board in 2006 and Dr Burns was elected to the Board in 2007.

Dr Burns, Mr Heslop, Sir Deryck, Dr Podolsky and Sir Robert each offer themselves for re-election at the Annual General Meeting. Following a formal evaluation process, the Chairman is satisfied that each of them continues to perform effectively and demonstrates commitment to their role including commitment of time for Board and committee meetings and their other duties.

Dr Burns, Sir Deryck, Dr Podolsky and Sir Robert are all Non-Executive Directors and have letters of appointment rather than service contracts. Mr Heslop has a service contract with a notice period of 12 months. The Non-Executive Directors’ letters of appointment and the Executive Director’s service contract are available for inspection as specified in Note (viii) on pages 7 and 8.

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 2009 Annual Report. In addition, current biographical details for each Director are maintained at www.gsk.com

Resolutions 8 and 9 – To authorise the Audit & Risk Committee to re-appoint 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 (PwC) have indicated that they are willing to continue as the company’s Auditors for another year. The Audit & Risk Committee has reviewed PwC’s effectiveness and recommends their re-appointment. You are asked to re-appoint them and, following normal practice, to authorise the Audit & Risk 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 at 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 10 – Donations to political organisations & political expenditure (Ordinary resolution)

With effect from 1st January 2009, to ensure a consistent approach to political contributions across the GSK group, the company introduced a global policy to voluntarily stop all political contributions. Prior to that, GSK, in common with many companies and in full compliance with local laws, made certain political contributions in countries outside the EU, such as the US and Canada. Further details of the payments prior to 2009 can be found in the Annual Reports for prior periods.

The Act requires companies to obtain shareholder approval before they can make donations to EU political organisations or incur EU political expenditure. The company does not make and does not intend to make donations to political parties or independent election candidates, nor does it make any donations to EU political organisations or incur EU political expenditure. 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.

No payments have ever been made under this authority, which is specific to political donations and political expenditure in relation to any and all EU member states.

Resolution 11 – Authority to allot shares (Ordinary resolution)

Paragraph (a) of this resolution gives the Directors authority to allot unissued share capital with a nominal value of up to £432,578,962 (representing 1,730,315,848 Ordinary shares of 25 pence each) which, as at 19th February 2010, being the latest practicable date prior to the publication of this Notice, represented 33.33% of the issued share capital of the company (excluding treasury shares).

In line with guidance issued by the Association of British Insurers (the "ABI"), paragraph (b) of this resolution gives the Directors authority to allot Ordinary shares in connection with a rights issue in favour of ordinary shareholders with a nominal value of up to £865,157,925 (representing 3,460,631,700 Ordinary shares of 25 pence each), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents just less than two-thirds of the issued ordinary share capital of the company (excluding treasury shares) as at 19th February 2010, being the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30th June 2011 (being the last date by which the company must hold an

Annual General Meeting in 2011) or the conclusion of the Annual General Meeting of the company held in 2011.

Should any decision be made by the Board to allot shares under the authorities sought under this resolution, it would be the intention of the Directors to follow the guidance issued by the ABI in relation to the exercise of such authorities. In accordance with this guidance, all Directors wishing to remain in office would be expected to seek re-election at the next Annual General Meeting if the aggregate actual usage of these authorities exceeds one third of the nominal value of the issued ordinary share capital of the company and also, where there is an issuance in whole or part by way of a fully pre-emptive rights issue, monetary proceeds exceed one third of the company's pre-issue market capitalisation.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (a), to fulfil the company's obligations under its executive and employee share plans.

Resolution 12 – 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 or sales in connection with rights issues or other pre-emptive offers, or otherwise up to a maximum nominal amount of £64,893,333 (representing 259,573,332 Ordinary shares of 25 pence each), which, as at 19th February 2010, being the latest practicable date prior to the publication of this Notice, represented just less than 5% of the company's issued share capital (excluding treasury shares). In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

This authority will expire at the earlier of 30th June 2011 or the conclusion of the Annual General Meeting of the company in 2011. This authority is granted under section 570 of the Act and is a standard authority taken by most listed companies each year.

Resolution 13 – 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. The company does not expect to make any significant repurchases in 2010. You are asked to consent to the purchase by the company of up to a maximum of 519,146,668 Ordinary shares, which, as at 19th February 2010, being the latest practicable date prior to the publication of this Notice, represented just less than 10% of the company's issued share capital (excluding treasury shares). This authority will expire at the end of the next Annual General Meeting or, if earlier, on 30th June 2011. The maximum price which may be paid for an Ordinary share will be the higher of (i) 5% above the average market value 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 re-issue 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 19th February 2010, being the latest practicable date prior to the publication of this Notice, was approximately 269 million representing approximately 5.18% of the issued share capital (excluding treasury shares). If the existing authority given at last year's Annual General Meeting and 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 19th February 2010 would, assuming no further Ordinary shares are issued, represent 5.75% of the issued share capital (excluding treasury shares). 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 2009 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 59 million Ordinary shares, representing approximately 1.13% of the issued share capital of the company (excluding treasury shares), by the release of Ordinary shares from the Group's employee share ownership trusts, which on 19th February 2010 held approximately 153 million Ordinary shares, and the remainder by the issue of new Ordinary shares.

Resolution 14 – Exemption from statement of the name of the senior statutory auditor in published copies of the Auditors' reports (Ordinary resolution)

The Act requires that every copy of the Auditors' reports to the company's shareholders in the Annual Report and other auditable reports that is or are published by or on behalf of the company must state, where the company's Auditors are a firm, the name of the person who signed them in his or her own name as senior statutory auditor in relation to the audit, for and on behalf of the Auditors. 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 Auditors under the Act. This resolution therefore seeks shareholder approval for the Auditors' reports for the financial year ending 31st December 2010 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 15 – Reduced notice of a general meeting other than an annual general meeting (Special resolution)

This resolution seeks to renew an authority granted at last year's Annual General Meeting to allow the company to call general meetings other than an Annual General Meeting on 14 clear days' notice. Changes made to the Act by The Companies (Shareholders' Rights) Regulations 2009 (the "Shareholder 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 however be less than 14 clear days (Annual General Meetings will continue to be held on at least 21 clear days' notice). Before the Shareholders' Rights Regulations came into force on 3rd August 2009, the company was able to call general meetings other than an Annual General Meeting on 14 clear days' notice without obtaining such shareholder approval. Resolution 15 seeks to preserve the ability to do this. If passed, this resolution will enable the company to retain maximum flexibility to seek shareholder approval for any future change or transaction that may require such approval. The resolution will be effective until the company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The company does not intend to use this authority as a matter of routine. The company envisages that this authority would only be used (in limited circumstances for time-sensitive matters) where a shorter notice period would in the Board's opinion be merited in the interests of shareholders as a whole. Shareholders should note that to call 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.

Resolutions 16 – Adopt New Articles of Association (Special Resolution)

It is proposed in resolution 16 to adopt new Articles of Association (the "New Articles") with immediate effect at this year's Annual General Meeting in order to update the company's current Articles of Association (the "Current Articles") primarily to take account of the coming into force of the Shareholder Rights Regulations and the implementation of the final parts of the Act.

The principal changes introduced by the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Act or the Shareholder Rights Regulations or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business Innovation and Skills (formerly the Department for Business, Enterprise and Regulatory Reform) have not been noted below. The New Articles showing all the changes to the Articles of Association are available for inspection, as noted on page 9 of this document.

(i) The company's objects

The provisions regulating the operations of the company are currently set out in the company's memorandum of association (the "Memorandum") and the Current Articles. The Memorandum contains, among other things, the objects clause which sets out the scope of the activities the company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company's memorandum. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1st October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further, the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the company is proposing to remove its objects clause together with all other provisions of the Memorandum which, by virtue of the Act, are treated as forming part of the Current Articles as of 1st October 2009. Resolution 16(a) confirms the removal of these provisions for the company.

(ii) Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Act are in the main to be removed in the New Articles. This is in line with both the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution and the company's approach to implementation of the Act to date.

(iii) Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Since 1st October 2009, under the Act a company is able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the company's name. The company has no current intention of changing its name.

(iv) Authorised share capital and unissued shares

With effect from 1st October 2009, the Act abolished the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

(v) Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. With effect from 1st October 2009, the Act enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

(vi) Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. With effect from 1st October 2009, under the Act a company only requires shareholder authority to do any of these things and it is no longer necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

(vii) Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Act, such authority is no longer required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one director in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

(viii) Limit on directors' fees

In line with the recommendations of the ABI, the New Articles place a limit on the fees that can be paid to directors, with the company able to increase this limit by ordinary resolution. The maximum aggregate amount that can be paid in directors' fees per annum is £3 million. This limit on directors' fees is exclusive of any remuneration paid to executive directors under the terms of their employment with the company, the level of which in each case is disclosed in the directors' remuneration report each year, and any other amounts payable to directors under the New Articles.

(ix) Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to treat physical illness in the same manner as mental illness.

(x) Adjournments for lack of quorum

Under the Act as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

(xi) General

Generally 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, Innovation and Skills.

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 19th February 2010, which was 5,191,466,698 Ordinary shares, excluding any Ordinary shares held as treasury shares. As at 19th February 2010, the company held 474,194,158 Ordinary shares as treasury shares, representing 9.13% of the company's issued share capital (excluding treasury shares) as at that date. As at 19th February 2010, the total number of voting rights in the company was 5,191,466,698.

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

As at 31st December 2009, 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 2009 there were 5,190,934,561 Ordinary shares in issue, excluding 474,194,158 treasury shares (which represented 9.14% of the total issued capital).

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 or 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 Authority's ("FSA") Disclosure and Transparency Rules ("DTRs") is published on a Regulatory Information Service and on the company's website. At 19th February 2010, 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 (%)*
BlackRock, Inc.	334,849,249	6.45
Legal & General Group Plc	217,546,535	4.19

* Percentage of Ordinary shares in issue, excluding treasury shares as at 19th February 2010.

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.

GlaxoSmithKline Information on how to vote

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 or proxies 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 Thursday, 6th May 2010 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com/CREST). 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.

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 is an amendment to an instruction to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Equiniti ID RA19 by 2.30pm on Tuesday, 4th May 2010 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/her 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.





GlaxoSmithKline plc
980 Great West Road
Brentford
Middlesex
TW8 9GS