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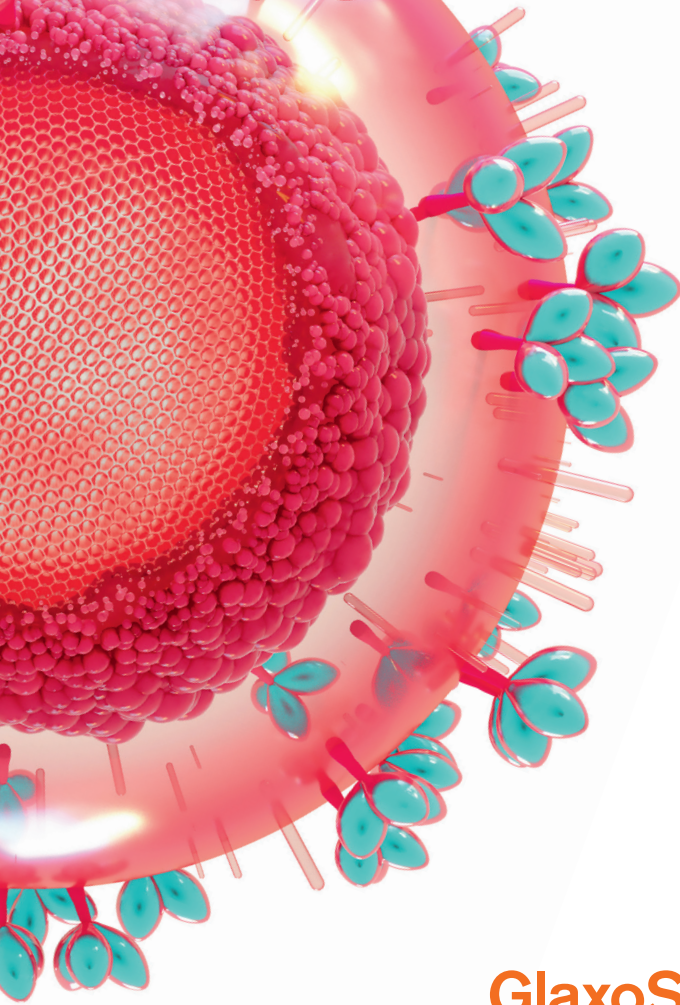


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# GlaxoSmithKline plc Notice of Annual General Meeting

Thursday 3 May 2018  
at 2.30pm

**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 independent professional adviser 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.



**29 March 2018**

To the holders of the company's Ordinary Shares and American Depositary Shares.

**Dear Shareholder,**

**Annual General Meeting 2018**

I am pleased to enclose the Notice of Meeting for the eighteenth Annual General Meeting (AGM) of GlaxoSmithKline plc. The AGM will be held on Thursday 3 May 2018 at 2.30pm at the QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

If you will not be attending, you may appoint a proxy by completing and returning the enclosed proxy form. Alternatively, you may appoint a proxy electronically via [www.shareview.co.uk](http://www.shareview.co.uk), [www.sharevote.co.uk](http://www.sharevote.co.uk) or, if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach the company's registrar, Equiniti, by 2.30pm on Tuesday 1 May 2018. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Included in the business of the AGM are resolutions to receive and adopt the Directors' Report and the Financial Statements for 2017, to approve the Annual report on remuneration for the year ended 31 December 2017 and to confirm the appointment of Deloitte LLP as the company's auditors. Deloitte LLP replaced PricewaterhouseCoopers LLP (PwC) as the company's auditors in March 2018 following the external audit tender conducted during 2016.

Resolutions are also proposed for the formal election of Dr Laurie Glimcher as a Non-Executive Director and Dr Hal Barron as an Executive Director, both of whom were appointed by the Board since the last AGM. Their biographies are set out in the explanatory notes to this document.

Professor Sir Roy Anderson, as previously announced, will not stand for re-election to the Board and is retiring from the Board following the conclusion of the AGM. My thanks go to Sir Roy for more than 10 years of dedicated service to the Board. In addition, Dr Patrick Vallance, President R&D, who joined the Board in January 2017, will leave on 31 March 2018 to take up a new role as the UK Government's Chief Scientific Adviser and Head of the Government's Office for Science. He has been succeeded by Dr Hal Barron, who was appointed Chief Scientific Officer and President, R&D on 1 January 2018. On behalf of the Board I would like to thank Patrick for his contribution to the company and wish him well in his new role.

In accordance with the UK Corporate Governance Code (the Code), all of the other Directors of the company will stand for re-election to the Board.

In addition to the usual AGM business, a resolution is proposed to approve the adoption of new Articles of Association which reflect changes to Code requirements and best market practice since our Articles of Association were last updated in 2010. Explanatory notes for the business of the AGM are given on pages 8 to 17 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 that you vote in favour of them, as your Directors intend to do in respect of their beneficial shareholdings.**

Yours sincerely,

**Philip Hampton**  
Chairman  
GlaxoSmithKline plc

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

## Notice of Meeting

Notice is hereby given that the eighteenth AGM of GlaxoSmithKline plc will be held at the QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 3 May 2018 at 2.30pm to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, save for resolutions 18 to 20, and 22 to 23, 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 31 December 2017, together with the report of the auditors.
- 2 To approve the Annual report on remuneration for the year ended 31 December 2017.
- 3 To elect Dr Hal Barron as a Director.
- 4 To elect Dr Laurie Glimcher as a Director.
- 5 To re-elect Philip Hampton as a Director.
- 6 To re-elect Emma Walmsley as a Director.
- 7 To re-elect Vindi Banga as a Director.
- 8 To re-elect Dr Vivienne Cox as a Director.
- 9 To re-elect Simon Dingemans as a Director.
- 10 To re-elect Lynn Elsenhans as a Director.
- 11 To re-elect Dr Jesse Goodman as a Director.
- 12 To re-elect Judy Lewent as a Director.
- 13 To re-elect Urs Rohner as a Director.
- 14 To authorise the Audit & Risk Committee to appoint Deloitte LLP as the auditors of 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.
- 15 To authorise the Audit & Risk Committee to determine the remuneration of the auditors.

### Special Business

#### 16 Donations to political organisations and political expenditure (ordinary resolution)

THAT, in accordance with sections 366 and 367 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 as defined in the Act, are authorised in aggregate to:

- (a) make political donations, as defined in section 364 of the Act, to political parties and/or independent electoral candidates, as defined in section 363 of the Act, not exceeding £50,000 in total;
- (b) 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

- (c) incur political expenditure, as defined in section 365 of the Act, not exceeding £50,000 in total,

in each case during the period beginning with the date of passing this resolution and ending at the end of the next AGM of the company to be held in 2019 or, if earlier, at the close of business on 30 June 2019. In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £100,000.

**17 Authority to allot shares (ordinary resolution)**

THAT the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Act, 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 up to an aggregate nominal amount of £413,197,924 which authority shall expire at the end of the next AGM of the company to be held in 2019 or, if earlier, at the close of business on 30 June 2019 (unless previously revoked or varied by the company in general meeting) save that under such 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 any security 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.

**18 General power to disapply pre-emption rights (special resolution)**

THAT, subject to resolution 17 being passed, the Directors be and are hereby empowered to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the company as Treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of Treasury shares in connection with an offer of, or invitation to apply for, equity securities:
- (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 Directors otherwise consider necessary,

but so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and

- (b) to the allotment of equity securities or sale of Treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £61,985,887,

such power to expire at the end of the next AGM of the company to be held in 2019 (or, if earlier, at the close of business on 30 June 2019) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell Treasury shares) under any such offer or agreement as if the power had not expired.

**19 Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment (special resolution)**

THAT, subject to resolution 17 being passed, the Directors be and are hereby empowered in addition to any authority granted under resolution 18 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the company as Treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of Treasury shares up to a nominal amount of £61,985,887; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to expire at the end of the next AGM of the company to be held in 2019 (or, if earlier, at the close of business on 30 June 2019) but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell Treasury shares) under any such offer or agreement as if the power had not expired.

**20 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 25 pence each provided that the:

- (a) maximum number of Ordinary Shares hereby authorised to be purchased is 495,887,096;
- (b) minimum price, exclusive of expenses, which may be paid for each Ordinary Share is 25 pence;
- (c) maximum price, exclusive of expenses, which may be paid for each Ordinary Share shall be the higher of (i) an amount equal to 5% above the average market value for 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 purchase bid at the time on the trading venue on which the purchase is carried out; and
- (d) authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next AGM of the company to be held in 2019 or, if earlier, at the close of business on 30 June 2019, save that the company may, before such expiry, enter into a contract for the purchase of Ordinary Shares which would or might be completed wholly or partly after such expiry and the company may purchase Ordinary Shares pursuant to any such contract as if this authority had not expired.

**21 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 31 December 2018 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.

**22 Reduced notice of a general meeting other than an AGM (special resolution)**

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

**23 Approval of the adoption of new Articles of Association (special resolution)**

THAT with effect from the conclusion of the meeting the Articles of Association of the company produced to the meeting and initialled by the Chairman (for the purpose of identification) be adopted as the company's Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

By Order of the Board

**Victoria Whyte**  
Company Secretary  
**29 March 2018**

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

## Explanatory notes to the business of the AGM

### Ordinary Business

Each of these resolutions 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 2017**

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 Annual report on remuneration**

In accordance with Schedule 8 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended), the company's 2017 Remuneration report comprises the Remuneration Committee Chairman's annual statement and the Annual report on remuneration (together, the Implementation Report).

Resolution 2 seeks shareholder approval for the Implementation Report which gives details of the implementation of the company's remuneration policy in respect of the payments and share awards made to Directors in connection with their performance and that of the company during the year ended 31 December 2017. These details are set out on pages 114 to 141 of the 2017 Annual Report. The Implementation Report is prepared annually, and is subject to an advisory shareholder vote.

The company's current auditors, PwC, have audited those parts of the Remuneration report required to be audited and their report may be found on pages 149 to 157 of the 2017 Annual Report.

#### **Resolutions 3-13 – To elect and re-elect Directors**

The company's Articles of Association require any Director newly appointed to the Board to retire at the first AGM after their appointment. The Board recommends that you elect as an Executive Director, Dr Hal Barron, who was appointed to the Board on 1 January 2018; and as a Non-Executive Director, Dr Laurie Glimcher, who was appointed to the Board on 1 September 2017. The Board has determined that Dr Glimcher is an independent Non-Executive Director in accordance with the Code.

With the exception of Dr Patrick Vallance who is leaving the company on 31 March 2018 and Professor Sir Roy Anderson who is retiring from the Board following the conclusion of the AGM, all of the other Directors of the company will stand for re-election to the Board in accordance with the Code.

Following a formal evaluation process, the Chairman is satisfied that each of the Directors standing for re-election continues to perform effectively and demonstrates commitment to his or her role, including commitment of time to Board and Committee meetings and his or her other duties.

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



The biographies below summarise each Director's skills and experience.

### **Biographies of the new Directors**

#### **Dr Hal Barron, Chief Scientific Officer and President, R&D**

Hal joined the Board on 1 January 2018 and is also a member of the Corporate Executive Team.

Hal was President R&D at Calico LLC (California Life Company), an Alphabet-funded company that uses advanced technologies to increase understanding of lifespan biology. Prior to joining Calico, Hal was Executive Vice President, Head of Global Product Development, and Chief Medical Officer of Roche, responsible for all the products in the combined portfolio of Roche and Genentech. At Genentech, he was Senior Vice President of Development and Chief Medical Officer. Hal was previously a Non-Executive Director and Chair of the Science & Technology Committee at Juno Therapeutics, Inc.

Hal is Associate Adjunct Professor, Epidemiology & Biostatistics, University of California, San Francisco.

#### **Dr Laurie Glimcher, Independent Non-Executive Director & Scientific and Medical Expert**

Laurie joined the Board on 1 September 2017 as an Independent Non-Executive Director and a Scientific and Medical Expert.

Laurie is currently Professor of Medicine at Harvard Medical School and is CEO, President and an Attending Physician at the Dana-Farber Cancer Institute.

In addition to a number of senior leadership positions held at both Harvard Medical School and Harvard School of Public Health, Laurie has also served as Stephen and Suzanne Weiss Dean and Professor of Medicine at Weill Cornell Medical College and as an Attending Physician at the New York Presbyterian Hospital/Weill Cornell Medical Center. Laurie stepped down from the Board of Bristol-Myers Squibb Co (BMS) in 2017 after serving for 20 years on its Board. Laurie brings scientific and public healthcare expertise to the Board's deliberations.

Laurie is a member of the US National Academy of Sciences and the National Academy of Medicine. She is a member of the Scientific Steering Committee of the Parker Institute for Cancer Immunotherapy and a Non-Executive Director of the Waters Corporation, where she also serves on its Corporate Governance Committee. In addition, Laurie is co-founder and Chair of the Scientific Advisory Board of Quentis Therapeutics Inc and a Scientific Advisory Board member of Repare Therapeutics Inc and the American Asthma Foundation.

Laurie is a member of the Audit & Risk and Science Committees.

### **Biographies of the Directors standing for re-election**

#### **Philip Hampton, Non-Executive Chairman**

Prior to joining GSK, Philip chaired major FTSE 100 companies including The Royal Bank of Scotland Group plc and J Sainsbury plc. He has also served as Group Finance Director at Lloyds TSB Group, BT Group plc, BG Group plc, British Gas plc and British Steel plc. Philip was previously appointed an Executive Director of Lazard's and a Non-Executive Director of RMC Group plc and Belgacom SA. Until 2009, he was Chairman of UK Financial Investments Limited, which manages the UK Government's shareholdings in banks.

Philip is the Senior Independent Director of Anglo American plc, Chairman of its Remuneration Committee and a member of its Audit Committee. He is also Chair of the Hampton-Alexander Review on FTSE Women Leaders, an independent review on improving gender balance in FTSE leadership.

Philip is Chair of the Nominations Committee.

### **Emma Walmsley, Chief Executive Officer**

Emma joined GSK in 2010 with responsibility for Consumer Healthcare, Europe and was subsequently appointed President of GlaxoSmithKline Consumer Healthcare in October 2011. She has been a member of GSK's Corporate Executive Team since 2011 and was appointed CEO of GSK Consumer Healthcare, a joint venture between GSK and Novartis, from its creation in March 2015 until her appointment as GSK CEO Designate in September 2016. Emma joined the GSK Board on 1 January 2017 and succeeded Sir Andrew Witty as GSK CEO on 1 April 2017.

Prior to joining GSK, Emma worked with L'Oreal for 17 years where she held a variety of marketing and general management roles in Paris, London and New York. From 2007, she was based in Shanghai as General Manager, Consumer Products for L'Oreal China. Emma was a Non-Executive Director of Diageo plc from 1 January to 21 September 2016. She holds an MA in Classics and Modern Languages from Oxford University.

### **Vindi Banga, Senior Independent Non-Executive Director**

Prior to joining GSK, Vindi spent 33 years at Unilever plc, where his last role (amongst several senior positions) was President of the Global Foods, Home and Personal Care businesses, and he was a member of the Unilever Executive Board. Vindi sat on the Prime Minister of India's Council of Trade & Industry from 2004 to 2014, and was on the Board of Governors of the Indian Institute of Management (IIM), Ahmedabad. Vindi is also the recipient of the Padma Bhushan, one of India's highest civilian honours. Between 2015 and 2016, Vindi was a Non-Executive Director of Thomson Reuters Corp and a member of its HR Committee. Vindi was also previously Chairman of the Supervisory Board of Mauser Group.

Vindi is a partner at private equity investment firm Clayton Dubilier & Rice. He is also Chairman of Kalle GmbH, Senior Independent Director of Marks & Spencer Group plc, a member of its Nomination Committee and Chairman of its Remuneration Committee. Vindi is a Non-Executive Director of the Confederation of British Industry (CBI), a Director of High Ridge Brands Co, a member of the Holdingham International Advisory Board and Chair of the Board of Trustees of Marie Curie. He is also on the Governing Board of the Indian School of Business (ISB), Hyderabad, and is a member of the Indo UK CEO Forum.

Vindi is a member of the Nominations, Audit & Risk and Remuneration Committees.

### **Dr Vivienne Cox, Independent Non-Executive Director**

Vivienne has wide experience of business gained in the energy, natural resources and publishing sectors. She also has a deep understanding of regulatory and government relationships. She worked for BP plc for 28 years, in Britain and continental Europe, in posts including Executive Vice President and Chief Executive of BP's gas, power and renewable business and its alternative energy unit. Vivienne was previously a Non-Executive Director of BG Group plc and Rio Tinto plc and Lead Independent Director at the UK Government's Department for International Development. Vivienne was appointed Commander of the Order of the British Empire in the 2016 New Year Honours for services to the UK Economy and Sustainability.

Vivienne is Senior Independent Director of Pearson plc, a Non-Executive Director of Stena AB and Chairman of the Supervisory Board of Vallourec, a supplier to the energy industry.

Vivienne is a member of the Remuneration and Corporate Responsibility Committees.

### **Simon Dingemans, Chief Financial Officer**

Prior to joining GSK, Simon had over 25 years of experience in investment banking at SG Warburg and Goldman Sachs. Simon advised GSK for over a decade before his appointment and was closely involved in a number of GSK's key strategic projects.

Simon was previously Chairman of the 100 Group of Finance Directors.

### **Lynn Elsenhans, Independent Non-Executive Director**

Lynn has a wealth of experience of running a global business and significant knowledge of the global markets in which GSK operates. She served as Chair, President and Chief Executive Officer of Sunoco Inc from 2009 to 2012. Prior to joining Sunoco in 2008 as President and Chief Executive Officer, Lynn worked for Royal Dutch Shell, which she joined in 1980, and where she held a number of senior roles, including Executive Vice President, Global Manufacturing from 2005 to 2008. Lynn was previously a Non-Executive Director of Flowserve Corporation and the First Tee of Greater Houston.

Lynn is a Non-Executive Director of Baker Hughes, a GE company, and Chair of its Audit Committee, and a Director of the Texas Medical Center. She is also a Trustee of the United Way of Greater Houston.

Lynn is Chair of the Corporate Responsibility Committee and is a member of the Nominations and Audit & Risk Committees.

### **Dr Jesse Goodman, Independent Non-Executive Director & Scientific and Medical Expert**

Jesse previously served in senior leadership positions at the US Food and Drug Administration (FDA), including most recently as the FDA's Chief Scientist and previously as Deputy Commissioner for Science and Public Health and as Director of the Center for Biologics Evaluation and Research (CBER). Jesse played a leadership role in developing the FDA's Regulatory Science and Medical Countermeasures Initiatives and has worked collaboratively with industry, academia, government and global public health and regulatory partners to prepare for and respond to major public health threats, including emerging infectious diseases, disasters and terrorism. He led the FDA's response to West Nile Virus and to the 2009 H1N1 influenza pandemic and served on the Senior Leadership Team for the 2010 White House Medical Countermeasure Review. Jesse brings scientific and public health expertise to the Board's deliberations.

Jesse, currently Professor of Medicine at Georgetown University, directs the Georgetown University Center on Medical Product Access, Safety and Stewardship (COMPASS) and is an active clinician who serves as Attending Physician in Infectious Diseases. He also serves as President and Member of the Board of the United States Pharmacopeia (USP) and as a member of the Regulatory Working Group of the Coalition for Epidemic Preparedness Innovations (CEPI).

Jesse is Chair of the Science Committee and is a member of the Corporate Responsibility Committee.

### **Judy Lewent, Independent Non-Executive Director**

Judy has extensive knowledge of the global pharmaceutical industry and of corporate finance, having joined Merck & Co in 1980 and then served as its Chief Financial Officer from 1990 to 2007 when she retired. Judy previously served as a Non-Executive Director of Dell Inc, Quaker Oats Company and Motorola Inc.

Judy is a Non-Executive Director of Thermo Fisher Scientific Inc and Motorola Solutions Inc. She is also a Trustee of the Rockefeller Family Trust, a life member of the Massachusetts Institute of Technology Corporation, a member of the American Academy of Arts and Sciences and a member of the Business Advisory Board of twoXAR.

The Board has determined that Judy has recent and relevant financial experience, and agreed that she has the appropriate qualifications and background to be an audit committee financial expert.

Judy is Chair of the Audit & Risk Committee and is a member of the Nominations, Remuneration and Science Committees.

### Urs Rohner, Independent Non-Executive Director

Urs has a broad range of business and legal experience having served as Chairman on a number of Boards, most recently for Credit Suisse, a world-leading financial services company. Prior to joining Credit Suisse in 2004, Urs served as Chairman of the Executive Board and CEO of ProSieben and ProSiebenSat.1 Media AG. This followed a number of years in private practice at major law firms in Switzerland and the US, having been admitted to the bars of the canton of Zurich in Switzerland in 1986 and the state of New York in the US in 1990.

Urs is currently Chairman of the Board of Credit Suisse Group AG and of its Chairman's and Governance Committee. He is also Chairman and member of the Board of Trustees of Credit Suisse Research Institute and Credit Suisse Foundation. Urs was appointed Vice-Chairman of the Governing Board of the Swiss Bankers Association in 2015.

Urs is Chair of the Remuneration Committee and is a member of the Nominations Committee.

### Year of original election at AGM

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Simon Dingemans and Judy Lewent	2011
Lynn Elsenhans	2013
Philip Hampton and Urs Rohner	2015
Vindi Banga and Dr Jesse Goodman	2016
Dr Vivienne Cox and Emma Walmsley	2017

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All the Non-Executive Directors have letters of appointment rather than service contracts. Emma Walmsley, Dr Hal Barron and Simon Dingemans have service contracts with notice periods of 12 months. The Non-Executive Directors' letters of appointment and Executive Directors' service contracts are available for inspection as specified in Note (xi) on page 21.

### Resolution 14 – To authorise the Audit & Risk Committee to appoint Deloitte LLP as auditors to the company

The company is required to appoint auditors at every general meeting at which accounts are presented to shareholders. PwC, having completed the audit of the Financial Statements for the financial year ended 31 December 2017, resigned as the company's auditors on 27 March 2018. As stated in the 2017 AGM Notice, GSK conducted a tender of its external audit during 2016 and announced on 13 December 2016 that it intended, subject to shareholder approval which is requested at this AGM, to appoint Deloitte LLP as the company's external auditors for the financial year ending 31 December 2018 onwards.

On the recommendation of the Audit & Risk Committee, the Board appointed Deloitte LLP as the company's external auditors with effect from 27 March 2018, to fill the casual vacancy arising from PwC's resignation.

Accordingly, shareholder approval is now sought to confirm the appointment of Deloitte LLP as auditors of the company.

PwC has given a statement of the reasons connected with their ceasing to hold office as auditors as is required by company law, and this is set out in Appendix 1 on page 25.

### Resolution 15 – to authorise the Audit & Risk Committee to determine the remuneration of the auditors

Following normal practice, you are asked to authorise the Audit & Risk Committee to determine the remuneration of the auditors. Details of the company's policy with regard to the appointment of auditors, tendering the audit contract, the allocation of non-audit work and details of work undertaken by the auditors and their remuneration are given in our 2017 Annual Report, which can be viewed on [www.gsk.com](http://www.gsk.com).

## Special Business

For a resolution proposed as a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Resolution 16 – Donations to political organisations and political expenditure (ordinary resolution)**

With effect from 1 January 2009, to ensure a consistent approach to political contributions across the GlaxoSmithKline group (the Group), the company introduced a global policy to voluntarily stop making political donations.

The Companies Act 2006 (the Act) requires companies to obtain shareholder approval before they can make donations to EU political parties, other political organisations or independent election candidates, or incur EU political expenditure. The company does not make and does not intend to make donations to political parties, other political organisations or independent election candidates, nor does it incur, or intend to incur, EU political expenditure, within the ordinary meaning of those words. 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, and will be capped at £100,000 for the next year.

No payments have been made under previous authorities given in this regard.

### **Resolution 17 – Authority to allot shares (ordinary resolution)**

This resolution would give the Directors authority to allot unissued share capital with a nominal value of up to £413,197,924 (representing 1,652,791,696 Ordinary Shares of 25 pence each) which, as at 2 March 2018, 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).

The authority sought under this resolution will expire on the earlier of close of business on 30 June 2019 (being the last date by which the company must hold an AGM in 2019) and the conclusion of the AGM to be held by the company in 2019.

The Directors have no present intention to exercise the authority sought under this resolution, except to fulfil the company's obligations under its employee share plans.

### **Resolutions 18 and 19 – Disapplication of pre-emption rights (special resolutions)**

Resolutions 18 and 19 would give the Directors power to allot equity securities (or sell any equity securities which the company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing holdings for up to a maximum of 10% of the company's issued share capital (excluding Treasury shares) only.

The power set out in resolution 18 would be, similar to previous years, limited to (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Directors otherwise consider necessary, or (b) otherwise up to an aggregate nominal amount of £61,985,887 (representing 247,943,548 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital (excluding Treasury shares) as at 2 March 2018, the latest practicable date prior to the publication of this Notice.

Resolution 19 is intended to give the company flexibility to make non-pre-emptive issues of Ordinary Shares in connection with acquisitions and other capital investments as contemplated by the Pre-Emption Group's Statement of Principles (the Pre-emption Principles). The power under resolution 19 is in addition to that proposed by resolution 18 and would be limited to allotments or sales of up to an aggregate nominal amount of £61,985,887 (representing 247,943,548 Ordinary Shares). This aggregate nominal amount represents approximately 5% of the issued Ordinary Share capital (excluding Treasury shares) as at 2 March 2018, the latest practicable date prior to publication of this Notice.

These disapplication authorities are in line with the authority sought at the 2017 AGM, and with institutional shareholder guidance, in particular the Pre-emption Principles. The Pre-emption Principles were revised in 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the company's issued Ordinary Share capital, provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. In May 2016, the Pre-emption Group recommended that this additional 5% authority be sought in a separate resolution, which is the approach that the company has again taken this year.

As noted in relation to resolution 17 above, there are no current plans to allot shares pursuant to the authority under resolution 17 except in connection with the company's employee share plans. However, your Directors wish to ensure that the company has maximum flexibility in managing the Group's capital resources. The Directors do not intend to issue pursuant to the authority under resolution 17 more than 7.5% of the issued share capital of the company on a non pre-emptive basis in any rolling three-year period without prior consultation with shareholders (save as permitted in connection with an acquisition or specified capital investment as described above).

The powers under resolutions 18 and 19 will expire at the earlier of the conclusion of the AGM of the company held in 2019 and 30 June 2019.

#### **Resolution 20 – 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. In certain circumstances it may be advantageous for the company to purchase its own shares and the Directors consider it to be desirable for this general authority to be available to provide flexibility in the management of the company's capital resources. Purchases of the company's own shares will be made only if to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally. You are asked to consent to the purchase by the company of up to a maximum of 495,887,096 Ordinary Shares, which, as at 2 March 2018, 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). The authority sought under this resolution will expire on the earlier of close of business on 30 June 2019 (being the last date by which the company must hold an AGM in 2019) and the conclusion of the AGM to be held by the company in 2019. 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 purchase bid at the time on the trading venue on which the purchase is carried out. The minimum price which may be paid for an Ordinary Share is its nominal value of 25 pence. 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, use them to satisfy awards under employee share plans or cancel them. Holding the shares as Treasury shares gives management the ability to re-issue them quickly and cost-effectively and would provide the company with additional flexibility in the management of its capital base.

In any event the company confirms that it does not currently intend to make any market purchases in 2018. This authority is being sought to preserve flexibility to do so should there be a change in circumstances. The company will review the potential for future share buy-backs during 2019 in line with its usual annual cycle and subject to return and ratings criteria.

The total number of options over Ordinary Shares outstanding as at 2 March 2018, being the latest practicable date prior to the publication of this Notice, was approximately 15 million, representing approximately 0.30% of the issued share capital (excluding Treasury shares). If the authority to buy back shares under this resolution was exercised in full, the total number of options to subscribe for Ordinary Shares outstanding as at 2 March 2018 would, assuming no further Ordinary Shares are issued, represent approximately 0.33% of the issued share capital (excluding Treasury shares).

#### **Resolution 21 – Exemption from statement of the name of the senior statutory auditor in published copies of the auditors’ reports (ordinary resolution)**

The Act requires that each and every copy of the auditors’ reports to the company’s shareholders on the Annual Report, and other auditable reports, which 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 he or she 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 31 December 2018 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 22 – Reduced notice of a general meeting other than an AGM (special resolution)**

This resolution seeks to renew an authority granted at last year’s AGM to allow the company to call general meetings other than an AGM on 14 clear days’ notice. Changes made to the Act by The Companies (Shareholders’ Rights) Regulations 2009 (the Shareholders’ 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 be less than 14 clear days. AGMs will continue to be held on at least 21 clear days’ notice.

Before the Shareholders’ Rights Regulations came into force on 3 August 2009, the company was able to call general meetings other than an AGM on 14 clear days’ notice without obtaining such shareholder approval. Resolution 22 seeks to preserve this ability. If passed, this resolution will enable the company to retain maximum flexibility to seek shareholder approval for any future changes or transactions that may require such approval. The resolution will be effective until the company’s next AGM, when it is intended that a similar resolution will be proposed.

The company confirms that it will give as much notice as practicable, and in particular that it will endeavour to comply with the Code by giving at least 14 working days' notice when calling a general meeting. The company envisages that this authority would only be used in circumstances where a shorter notice period would in the Board's opinion be to the advantage of shareholders as a whole, and where flexibility is merited by the nature of the business of the meeting. Shareholders should note that if the company calls 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.

### **Resolution 23 – Approval of the adoption of Articles of Association (special resolution)**

It is proposed to adopt new Articles of Association (the New Articles) to update the company's current Articles of Association (the Current Articles) which were adopted in 2010. The principal changes introduced in the New Articles are primarily to reflect changes to Code requirements as well as best market practice. The principal changes are summarised below:

- (a) **General Meetings** – To allow for electronic general meetings (including annual general meetings) to be held in conjunction with physical general meetings in accordance with the Companies (Shareholders' Rights) Regulations 2009 and the Act. It should be noted that, while this will allow for meetings to be held and conducted in such a way that persons who are not present together at the same place may attend, speak and vote at the meeting by electronic means, it is not the current intention of the Board to hold combined physical and electronic general meetings. The New Articles would continue to allow the company to hold physical only general meetings. They would not allow for electronic only general meetings (including annual general meetings).
- (b) **Retirement of Directors** – To require all of the company's Directors to retire from office at every AGM to ensure consistency with the Code and the company's current practice. Each of the Directors may offer themselves for re-election by the company's members at the same AGM.
- (c) **Provision of strategic report to shareholders** – To clarify that the company may send strategic reports with supplementary materials to shareholders instead of its full accounts and reports.
- (d) **Method of payment of dividends** – To include updated provisions on payment methods thereby giving the company flexibility to choose how it pays dividends in the future. The New Articles would permit the company to pay any dividend or other money payable in cash relating to a share by inter-bank transfer or by other electronic means (including payment through CREST). Whilst there are no immediate plans to change the way dividends are currently paid to shareholders, the Board considers it prudent to have the option of paying future dividends solely by direct credit into a bank or building society account nominated by the recipient. The Board would only implement this following due notification to shareholders. The New Articles would also allow the company to treat a dividend as unclaimed if the member does not supply payment information or the dividend cannot be paid by the details provided.



- (e) **Untraced shareholders** – To revise the provisions dealing with the circumstances when, and on what terms, the company may sell the shares of a member of the company who is no longer cashing their dividends, not otherwise in touch with the company and cannot reasonably be traced. The amendments to these provisions are designed to safeguard member rights whilst not placing unduly onerous administrative obligations on the company. In the proposed amendments, the company has retained the requirements that before being able to sell the shares:
- (i) a ten year period must have elapsed since the member last cashed in a dividend or contacted the company;
  - (ii) on or after the expiry of such a period, the company has attempted to notify the member of its intention to sell the shares; and
  - (iii) during the three months following on from that attempt to notify the member and prior to the sale of the shares, the company has not received any communication in respect of the shares from the member.

The proposed changes relate to (ii) above, that is the process by which the company should attempt to notify the member of its intention to sell the shares. Under the Current Articles, the company must take out newspaper adverts to notify a member of its intention to sell the shares. In the company's opinion, this is often a costly and ineffective process. The proposed amendments provide that instead a notice should be sent to the registered office address or last known address of the member and that, prior to this, 'reasonable efforts' should be used to individually trace a member or a person entitled to own shares and those efforts may include, if considered appropriate by the company, using a professional asset reunification company.

- (f) **Service of notices** – To clarify the articles relating to service of notices or documents by the company, and in particular, that the company may choose not to serve a notice or other document to a member where it considers it necessary or appropriate to deal with legal, regulatory or practical problems in a particular territory.

As the company is proposing to make the changes described above, the opportunity has been taken generally to incorporate amendments of a more minor nature to reflect changes in applicable law or current market best practice, and to include some clearer language in other parts of the New Articles.

A copy of the Current Articles and the New Articles marked up to show the changes will be available for inspection during normal UK business hours (excluding Saturdays, Sundays and public holidays) at the company's registered office, at the offices of Slaughter & May, One Bunhill Row, London EC1Y 8YY and at [www.gsk.com/investors](http://www.gsk.com/investors) from the date of this Notice until the end of the AGM, and at the AGM from 1.00pm until the end of the AGM.

## General notes

- (i) All resolutions at the AGM will be decided by poll as required by the company's Articles of Association. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held and this will ensure an exact and definitive result.
- (ii) A member (shareholder) of the company is entitled to appoint one or more proxies to attend the AGM, and to speak and vote on his or 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.
- (iii) (a) To appoint a proxy you may:
  - complete the proxy form enclosed with this Notice which should be returned directly to Equiniti at the address given in Note (iii) (e); or
  - if you have a Shareview portfolio, register your vote electronically by visiting [www.shareview.co.uk](http://www.shareview.co.uk), and log onto your portfolio using your user ID and password. Once logged in, simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions; or
  - register the appointment of your proxy electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder reference number printed on your enclosed proxy form and following the instructions provided. Please note that any electronic communication sent to the company's registrar in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
  - if you hold your shares in uncertificated form in CREST, you may utilise the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider or providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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, to be valid, be transmitted so as to be received by the issuer's agent, Equiniti ID RA19 by 2.30pm on Tuesday 1 May 2018.

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 or providers, 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.

- (b) Proxy forms and electronic proxy appointments must be received by Equiniti by 2.30pm on Tuesday 1 May 2018.
- (c) The "Vote withheld" option is provided to enable a member to withhold his or her 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.
- (d) If you do not have a proxy form and believe that you should have been sent one, or if you require additional proxy forms, please contact Equiniti on one of the numbers given in Note (iii) (e).
- (e) The return of a completed proxy form, other instrument or any CREST Proxy Instruction will not prevent a member from attending the AGM and voting in person if he or she wishes to do so.

Equiniti can be contacted by post at:

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing, BN99 6DA  
Tel: 0371 384 2991 (in the UK)\*  
Tel: + 44 (0)121 415 7067 (outside the UK)

\* Lines are open from 8.30am to 5.30pm, UK time, Monday to Friday excluding public holidays in England and Wales.

- (f) In the case of joint shareholders where one or more of the joint shareholders purports to appoint a proxy, only the vote of the first named in the register of members of those who have purported to appoint a proxy shall be accepted.

- (iv) Holders of the company's American Depositary Shares (ADS) evidenced by American Depositary Receipts (ADRs) may exercise their votes through the Depositary, BNY Mellon by using the form of direction enclosed with this Notice of Meeting, which should be returned by the date specified therein. Such holders wishing to attend the AGM should obtain prior authority by being nominated an "Appointed Proxy" by the Depositary, who can be contacted at:

BNY Mellon Shareowner Services  
PO Box 505000  
Louisville, KY 40233-5000

Overnight correspondence should be sent to:  
BNY Mellon Shareowner Services  
462 South 4th Street, Suite 1600  
Louisville, KY 40202

**www.mybnymdr.com**

Tel: + 1 877 353 1154 (US toll free)

Tel: + 1 201 680 6825 (outside the US)

email: [shrrelations@cpushareownerservices.com](mailto:shrrelations@cpushareownerservices.com)

- (v) Participants in the company's Corporate Sponsored Nominee service may exercise their votes through the company's registrar, 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) (e) above. Please note that the form of direction must be received by 5.00pm on 27 April 2018.
- (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 or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member to exercise the voting rights.

The statements of the rights of members in relation to the appointment of proxies in Notes (ii) and (iii) above do not apply to Nominated Persons. The rights described in those Notes can only be exercised by members of the company.

- (vii) Members must be entered on the company's register of members at 6.30pm on Tuesday 1 May 2018, or, in the event of an adjournment, 6.30pm on the date which is two business days before the time of the adjourned meeting, to be entitled to attend and vote at the AGM. 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 AGM.
- (viii) 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, if there is more than one corporate representative, they do not do so in relation to the same shares.

- (ix) 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 auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with the auditors 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 auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required under section 527 of the Act to publish on a website.
- (x) Any shareholder, proxy or joint shareholder attending the AGM 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 AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.
- (xi) Copies of service contracts or, where applicable, letters of appointment between Directors and the company or any of its subsidiaries (and any side letters relating to severance terms and pension arrangements) are available for inspection at the company's registered office during normal UK business hours (Saturdays, Sundays and public holidays excepted) and at the place of the AGM on Thursday 3 May 2018 from 1.00pm until the end of the meeting.
- (xii) A copy of this Notice, and other information required by section 311A of the Act, can be found at [www.gsk.com](http://www.gsk.com).
- (xiii) Under sections 338 and 338A of the Act, 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 AGM, notice of a resolution which may properly be moved and is intended to be moved at that meeting, and/or (ii) to include in the business to be dealt with at that 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 authenticated by the person or persons making it, must have been received by the company no later than Tuesday 20 March 2018, being the date six clear weeks before the AGM, 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.
- (xiv) 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.
- (xv) To be admitted to the AGM, shareholders are asked to present their attendance card (which is attached to the proxy form) or present proof of identity.
- (xvi) On arrival at the place of the AGM, all those entitled to vote will be required to register and collect a poll card.

## Additional information

### Issued share capital

All references to the company's "issued share capital" in the Explanatory notes to the business of the AGM are to the company's issued share capital as at 2 March 2018, being the last practicable date prior to the publication of this Notice:

	Balance as at 2 March 2018
Ordinary Shares (excl Treasury shares)	4,958,870,978
Treasury shares	414,605,950
Treasury shares as % of issued share capital	8.36%
Total number of voting rights	4,958,870,978

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

The company's shares are listed on the London Stock Exchange and are also quoted on the New York Stock Exchange in the form of ADS. Each ADS represents two Ordinary Shares.

The holders of Ordinary Shares are entitled to receive dividends when declared and the company's Annual Report, 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 for 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 plans rank equally with the other shares in issue and have no special rights. The trustees of the company's Employee Share Ownership Plan Trusts have waived their rights to dividends on shares held by the 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

Details of the notifiable interests in the total voting rights in the company's issued share capital are given in the 2017 Annual Report.

Information provided to the company pursuant to the Financial Conduct Authority's Disclosure Guidance and Transparency Rules is published on a Regulatory Information Service and on the company's website, [www.gsk.com](http://www.gsk.com).

The company has not acquired or disposed of any interests in its own shares. However, the company has transferred shares from Treasury to satisfy awards under the Group's share plans. Details of the shares purchased, cancelled and held in Treasury are given in the 2017 Annual Report.

## Directors

The interests of Directors and their persons closely associated in the issued share capital of the company are given in the 2017 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 and may be amended by a special resolution of the members.

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 or her appointment.

The Articles also require that at every AGM certain of our current Directors retire by rotation and detail the circumstances in which and how they may be re-elected. However, the Board has decided that all Directors who wish to stand for re-election will retire at the AGM on 3 May 2018 in accordance with the Code, and the New Articles if approved will reflect this practice. The company's members may remove a Director by passing an ordinary resolution of which special notice has been given or by passing a special resolution.

A Director will automatically cease to be a Director if (i) he or she becomes bankrupt or compounds with his or her creditors generally, (ii) he or she is or has been suffering from mental or physical ill health and the Board resolves that his or her office is vacated, (iii) he or she has missed Directors' meetings for a continuous period of six months without permission and the Board resolves that he or she shall cease to be a Director, (iv) he or she is prohibited from being a Director by law, (v) he or she ceases to be a Director by virtue of UK companies legislation or is removed from office pursuant to the company's Articles of Association, (vi) he or she resigns, (vii) he or she offers to resign and the Board accepts that offer, or (viii) his or her resignation is requested by all of the other Directors and all of the other Directors are not fewer than three in number.

The powers of the Directors are determined by UK legislation and the company's Articles of Association, available on [www.gsk.com](http://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, and have authority to make market purchases of shares. Renewal of these authorities is sought from shareholders at each AGM. Any shares purchased may be cancelled or held as Treasury shares.

## AGM information

### Can I bring a guest?

We may, at our discretion, admit guests who are accompanying shareholders. We will admit anyone accompanying a shareholder who is in a wheelchair, or is otherwise in need of assistance.

### I am unable to attend – what can I do?

If you are not going to attend the meeting, you can appoint another person (a proxy) to attend the meeting, speak, and/or vote on your behalf.

The appointment of a proxy can be done online at [www.shareview.co.uk](http://www.shareview.co.uk), [www.sharevote.co.uk](http://www.sharevote.co.uk) or by post. The appointment must be received by our registrar, Equiniti, by 2.30pm on Tuesday 1 May 2018. The number of shares you hold at the register deadline set out in Note (vii) above will decide how many votes you or your proxy/ies will have on a poll. You can find more information about appointing a proxy in the notes on the enclosed AGM admission card/proxy card.

### What do I need to bring to the AGM?

Please bring your AGM admission card/proxy card or email notification with you to help with identification. You may also find it helpful to bring this document with you, to refer to during the meeting.

### What facilities do you have for shareholders with disabilities?

The venue is wheelchair accessible and an induction loop system will be provided in the meeting room.

### How do I vote at the meeting?

Voting on all matters except procedural issues will be on a poll.

At the end of the meeting, we will ask you to complete a poll card and then leave it in a voting box as you leave the auditorium.

The results of the poll will be announced by way of a stock exchange announcement which will then be published on the company's website as soon as reasonably practicable following the conclusion of the meeting.

### Security

For security reasons and to speed up admission, please do not bring suitcases, large bags, cameras, laptops or tape recorders to the meeting. If you do, we may ask you to deposit them in a secure property store for collection after the meeting. We will allow tablet devices.

No one attending the meeting may hand out leaflets or pamphlets in the venue.

### Mobile devices

Please ensure that you switch off mobile devices during the meeting.



## Appendix 1 – Auditors' statement of reasons



The Directors  
GlaxoSmithKline plc  
980 Great West Road  
Brentford  
Middlesex  
TW8 9GS

27 March 2018

Dear Board members,

### **Statement of Reasons connected with ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number Co01004062, ceasing to hold office as auditors of GlaxoSmithKline plc, registered no: 3888792 (the "Company") effective from 27 March 2018.

The reason we are ceasing to hold office is that the Company undertook a competitive tender process for the position of statutory auditor and we mutually agreed with the Audit & Risk Committee not to participate due to the time of our tenure.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors.

Yours faithfully,

A handwritten signature in black ink that reads 'PricewaterhouseCoopers LLP'.

PricewaterhouseCoopers LLP

*PricewaterhouseCoopers LLP, 1 Embankment Place, London, WC2N 6RH  
T: +44 (0) 2075 835 000, F: +44 (0) 2072 124 652, www.pwc.co.uk*

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.







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