

Terms of Reference applicable to all Board Committees

Excluding Chairs' Committee and Corporate Administration & Transactions Committee (Approved by the Board on 28 January 2025)



1 Membership

- 1.1 All Committee memberships will be reviewed and refreshed periodically. Appointments to all Committees are made by the Board on the recommendation of the Nominations & Corporate Governance Committee in consultation with the Committee Chair.
- 1.2 Each Committee shall comprise a minimum of three Non-Executive Directors. Each Committee Chair shall be appointed by the Board following receipt of a proposal from the Nominations & Corporate Governance Committee.
- 1.3 Appointments shall be for a period of up to three years and may be extended for up to two additional three-year periods, provided that members continue to be independent (or in the case of the Chair of the Board, independent on appointment).

2 Meeting Notice and Attendance

- 2.1 The quorum shall be two members.
- 2.2 Only Committee members will have the right to attend Committee meetings. However, invitations may be issued to members of other Committees, GSK Leadership Team members, senior management and external advisers and experts as appropriate.
- 2.3 Meetings of each Committee shall be called by the Committee Secretary at the request of the Committee Chair.

In the absence of the Committee Chair or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting who would qualify under such Committee's terms of reference to be appointed to that position by the Board.

- 2.4 Each member of a Committee shall disclose to the relevant Committee:
 - i) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; and
 - ii) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such an interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.

3 Committee Secretary

- 3.1 The Company Secretary shall be the Secretary to all Committees and shall be responsible for minuting the proceedings of all meetings of the Committees.
- 3.2 The Committee Secretary shall circulate the minutes of meetings of the Committee to all Board members unless the relevant Committee Chair deems it inappropriate to do so, taking into account any conflicts of interest which may exist.

4 Duties

- 4.1 In carrying out its duties, each Committee's members shall consider their duties and responsibilities under section 172 of the Companies Act 2006 in performing their role.



- 4.2 Each Committee Chair shall attend the Company's Annual General Meeting and be prepared to respond to shareholder questions on the Committee's activities and shall make a statement on the activities and achievements of the relevant Committee over the year. In addition, each Committee Chair shall seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.
- 4.3 Each Committee shall work and liaise as necessary with other Board Committees, including issuing invitations to other Board committee members as appropriate. The remit of each Committee, and the processes of interaction between each Board Committee and the Board, shall be reviewed periodically.

5 Performance appraisal and review

- 5.1 Each Committee shall review at least annually its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

6 Resources and training

- 6.1 Each Committee shall have access to sufficient resources at the Company's expense in order to carry out its duties, including, as required
- i) access to internal and external independent professional advice,
 - ii) access to the Company Secretary's advice and assistance, and
 - iii) to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 6.2 Committee members shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

7 Reporting

- 7.1 Each Committee shall provide a description of its work in the Annual Report in line with the requirements of the UK Corporate Governance Code (as applicable).
- 7.2 Each Committee Chair shall ensure the Board is informed of Committee activity and engage with the Board as appropriate on key decisions. Each Committee Chair shall report to the Board on its proceedings and how it has discharged its responsibilities after each meeting.
- 7.3 Each Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. Each Committee shall have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.
- 7.4 Each Committee shall make publicly available its terms of reference by placing them on the Company's website.