

Notice of the 51st Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Fifty-First Annual General Meeting** of GlaxoSmithKline Consumer Nigeria PLC will be held at its **Head Office, GSK Nigeria House, 1, Industrial Avenue, Ilupeju, Lagos, on Thursday, 26th May 2022 at 11 o'clock** in the forenoon to transact the following business:

ORDINARY BUSINESS

- To lay before the members, the report of the Directors and the Audited Financial Statements for the year ended 31st December 2021, together with the reports of the Auditors and Audit Committee thereon.
- To declare a Dividend.
- To elect/re-elect Directors.
- To authorize the Directors to fix the remuneration of the Auditors.
- To disclose remuneration of Managers of the Company
- To elect the members of the Audit Committee.

SPECIAL BUSINESS

- To fix the remuneration of the Directors.
- To consider and pass the following resolution as an ordinary resolution of the Company:

“That the general mandate given to the Company to enter into transactions with related parties for the Company's day-to-day operations, including the procurement of goods and services, on normal commercial terms in compliance with Nigerian Exchange rule Governing Transactions with Related Parties or Interested Persons, be and is hereby renewed.”

NOTES:

I. PROXY

Any member of the Company entitled to attend and vote at this Meeting is also entitled to appoint a proxy to attend and vote in his/her stead. Shareholders should note that in view of the COVID-19 pandemic and the Government's approved restrictions on public gatherings, attendance to the meeting shall only be by proxy to ensure public health and safety. A Member entitled to attend and vote at the AGM is advised to select from the under listed proposed proxies, to attend and vote in his or her stead:

1. Mr. Edmund Onuzo	2. Mr. Kunle Oyelana
3. Mr. Samuel Kuye	4. Mrs. Oludewa Edodo-Thorpe
5. Sir. Sunny Nwosu	6. Mr. Nornah Awoh
7. Mr. Kolawole Durojaiye	8. Mr. Adekunle S. Adedoyin
9. Ms. Ganiat Adetutu Siyonbola	

A proxy form is attached to the Annual Report. All instruments of proxy must be deposited at the office of the Company's Registrars, Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Yaba, Lagos, P.M.B. 12717, Lagos or via E-mail: proxy@gtlregistrars.com not later than 48 hours before the time of the meeting. The Company has made arrangements to bear the cost of stamp duties on the instruments of proxy.

II. PAYMENT OF DIVIDEND

If the dividend recommended is approved, dividend would be paid electronically on Friday, 27th May 2022 to holders of shares whose names appear in the Register of Members at the close of business on Friday, 22nd April 2022, and who have completed the e-dividend registration and mandated the Registrar to pay their dividends directly into their bank accounts.

III. CLOSURE OF THE REGISTER AND TRANSFER BOOKS

Notice is hereby given that the Register of Members and Transfer Books of the Company will be closed from the commencement of business on Monday, 25th April 2022 to Thursday, 5th May 2022, both days inclusive, for the purpose of qualifying for dividend and attendance at the Annual General Meeting Members.

IV. NOMINATIONS FOR THE AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies and Allied Matters Act (CAMA) 2020, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. The Securities & Exchange Commission's Code of Corporate Governance for Public Companies and the CAMA have indicated that members of the Audit Committee should have basic financial literacy and should be able to read Financial Statements. We therefore request that nominations be accompanied by a copy of the nominee's curriculum vitae.

V. UNCLAIMED DIVIDENDS

Several dividend warrants remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A list of such members will be circulated with the Annual Report and Financial Statements. Members affected are advised to complete the e-dividend registration or write to or call at the office of the Company's Registrars, Greenwich Registrars & Data Solutions Limited, 274 Murtala Muhammed Way, Yaba, Lagos, P. M.B. 12717, Lagos during normal working hours. Shareholders are encouraged to update their mailing addresses by forwarding the latest information to the Company or its registrars, Greenwich Registrars & Data Solutions Limited at their registered addresses stated above.

VI. E-DIVIDEND

Shareholders who are yet to complete the e-dividend registration are advised to download the Registrar's E-Dividend Mandate Activation Form, which is also available on our website - www.gsk.com/ng or Greenwich's website - www.gtlregistrars.com complete and submit to the Registrar or their respective Banks.

VII. SECURITIES HOLDERS' RIGHTS

Rule 19(12) of the Rulebook of Nigerian Exchange Limited (NGX) reserves the right of Shareholders and other holders of the Company's Securities to ask questions not only at the meeting but also in writing prior to the meeting. Such Shareholders or holders of other securities may submit to the office of the Company Secretary written memoranda of their questions, observations or concerns arising from the Annual Reports & Accounts at least one week before the Annual General Meeting to ng.investors@gsk.com and forward copies to the relevant regulatory bodies.

VIII. ELECTRONIC ANNUAL REPORT

The soft copy of the 2021 Annual Report can be accessed on our website and sent to our shareholders who have provided their email addresses and WhatsApp numbers to the Registrars. Shareholders who are interested in receiving the soft copy of the 2021 Annual Report should request via email to: info@gtlregistrars.com.

IX. LIVE STREAMING OF AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at <https://ng.gsk.com/en-gb/investors/>.

Dated this 4th day of April 2022.

By Order of the Board



Frederick Ichekwai
Company Secretary

FRC/2018/NBA/00000018734

GlaxoSmithKline Consumer Nigeria PLC

GSK Nigeria House, 1, Industrial Avenue, Ilupeju, P.M.B. 21218, Ikeja, Lagos.

Dated this 4th day of April 2022.