NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Fifth Annual General Meeting of GlaxoSmithKline Consumer Nigeria PLC will be held at the Shell Nigeria Hall, MUSON Centre, 8/9 Marina, Onikan, Lagos, on Monday, 4th July, 2016 at 10 o'clock in the forenoon to transact the following business:

ORDINARY BUSINESS

1. To lay before the members, the report of the Directors and the audited financial statements for the year ended 31st December 2015 together with the reports of the Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To elect/ re-elect Directors.
4. To authorize the Directors to fix the remuneration of the Auditors.
5. To elect the members of the Audit Committee

SPECIAL BUSINESS

6. To fix the remuneration of Directors.
7. To authorize the Company to procure goods and services necessary for its operations from related companies in compliance with the NSE Rules Governing Transactions with Related Parties or Interested Persons.

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 Thursday 26th May to Wednesday 1st June 2016, 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 359(9) of the Companies and Allied Matters Act (Cap C20, Laws of the Federation of Nigeria, 2004), 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 has 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 DIVIDEND WARRANTS AND SHARE CERTIFICATES

This is to inform all Shareholders that the Registrars of the Company are holding share certificates and dividend warrants which have been returned by the Post Office as ‘unclaimed’. Some dividend warrants sent to shareholders’ registered addresses or their bankers too are yet to be presented for payment or returned to the Registrars’ Office for revalidation. Shareholders are encouraged to update their mailing addresses by forwarding the latest information to the Company or its registrars, GTL Registrar to assist in the distribution of dividend warrants and share certificates.

VI. E-DIVIDEND

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend. Detachable application forms for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrars as soon as possible. We request our Shareholders to use the e-dividend payment portal that will serve as an on-line verification and communication medium for e-dividend mandate processing through the new E-Dividend Mandate Management System jointly introduced by the Central Bank of Nigeria, Securities and Exchange Commission, Nigeria Inter-Bank Settlement Systems PLC and the Institute of Capital Market Registrars. The letter from GTL Registrars explaining the new initiative is attached to the Annual Report and Financial Statements.

VII. SECURITIES HOLDERS’ RIGHTS

Rule 19:12 of the Rule Book of the Nigerian Stock Exchange 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 & Financial Statements at least one week before the Annual General Meeting and forward copies to the relevant regulatory bodies.

Dated this 27th day of May 2016.

By Order of the Board

[Signature]

Uche Uwechia, Esq.
Company Secretary
FRC/2013/NBA/0000001970
GlaxoSmithKline Consumer Nigeria PLC
GSK House, 1, Industrial Avenue, Ilupeju, P.M.B. 21218, Ikeja, Lagos.

**THE 2015 ANNUAL REPORT CAN BE DOWNLOADED FROM OUR WEBSITE: WWW.GSK.COM/NG**