

Notice of the 49th Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty-Ninth 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, 23rd July 2020 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 2019, 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 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 the NSE Rules 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 following the Government's restrictions on public gatherings approved that 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	Mr. Matthew Akinlade
5	Sir. Sunny Nwosu	6	Mr. Nornah Awoh

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, 24th July 2020 to holders of shares whose names appear in the Register of Members at the close of business on Monday, 22nd June 2020, 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 Tuesday, 23rd June 2020 to Thursday, 2nd July 2020, 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(5) 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 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 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 & 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 2019 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 2019 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 1st day of June 2020.

By Order of the Board



Uche Uwechia, Esq.

Company Secretary

FRC/2013/NBA/00000001970

GlaxoSmithKline Consumer Nigeria PLC

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

Dated this 22 day of May 2020.

Proxy Form

49TH ANNUAL GENERAL MEETING OF GLAXOSMITHKLINE CONSUMER NIGERIA PLC TO BE HELD AT 11.00 A.M. ON THURSDAY, 23 JULY 2020 AT ITS HEAD OFFICE, GSK NIGERIA HOUSE, 1, INDUSTRIAL AVENUE, ILUPEJU, LAGOS.

I/We*.....
being a member/members of **GLAXOSMITHKLINE CONSUMER NIGERIA PLC;** hereby appoint Mr. Edmund Onuzo or failing him, Mr. Kunle Oyelana or failing him, Mr. Samuel Kuye or failing him, Mr. Matthew Akinlade or failing him, Sir Sunny Nwosu, or failing him Mr. Nornah Awoh, as my/our Proxy to act and vote for me/us at the Annual General Meeting of the Company to be held on 23 July 2020 and at any adjournment thereof.

Dated this 1st day of June 2020

Signature

No of Shares:.....

NOTES:

i. Further to the directive of the Federal and State Governments on the restriction on mass gatherings due to COVID-19 pandemic, the Corporate Affairs Commission has approved that the Annual General Meeting (AGM) be conducted through the use of proxies by shareholders of the Company. Members are therefore advised that attendance at the AGM shall only be by proxy. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his / her / its place. A proxy need not be a member of the Company. In view of the above, members should appoint a proxy of their choice from the following proxies to represent them at the meeting:

Mr. Edmund Onuzo	<input type="checkbox"/>	Mr. Kunle Oyelana	<input type="checkbox"/>
Mr. Samuel Kuye	<input type="checkbox"/>	Mr. Matthew Akinlade	<input type="checkbox"/>
Sir. Sunny Nwosu	<input type="checkbox"/>	Mr. Nornah Awoh	<input type="checkbox"/>

ii Please sign this form and deposit it with the Registrar, Greenwich Registrars & Data Solution Limited, 274 Murtala Muhammed Way, Alagomeji, Yaba, Lagos, or via E-mail: proxy@gtlrgistrars.com not later than 48 hours before the commencement of the meeting. If executed by a corporation, this form should be sealed with its common seal.

iii For the appointment of the proxy to be valid for the purposes of the meeting, the Company has made arrangements to bear the cost of stamp duties on the instruments of proxy

RESOLUTIONS	FOR	AGAINST	ABSENT
Ordinary Business (Ordinary Resolution)			
1. To declare a Final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect / re-elect Directors:			
i. Mr. Kunle Oyelana	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii. Mr. Mark Pfister	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iii. Mr. Bosco Kirugi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iv. Mrs. Oludewa Edodo-Thorpe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
v. Mr. Samuel Kuye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
vi. Mr. Basel Nizameddin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorize the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Members of the Audit Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business (Ordinary Resolution)			
1. To fix the remuneration of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorize the Company to procure goods and services necessary for its operations from related companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate with 'X' in the appropriate space how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain/ from voting at his/her discretion.

GLAXOSMITHKLINE CONSUMER NIGERIA PLC 49TH ANNUAL GENERAL MEETING ADMISSION CARD

Please admit the shareholder on this form or his/her duly appointed proxy to the Annual General Meeting of the Company to be held at the Head Office, GSK House, 1, Industrial Avenue, Ilupeju, Lagos at 11.00 a.m. on Thursday, 23 July 2020.

.....
Name of Shareholder/Proxy & Address

.....
Number of shares held



Uche Uwechia, Esq.
Company Secretary

Signature of person attending :

Note: This card is to be signed at the venue in the presence of the Registrars

The Managing Director
Greenwich Registrars & Data Solutions Limited
(Formerly GTL Registrars Ltd)
274, Murtala Muhammed Way
Yaba, Lagos.