

Notice of the 50th Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Fiftieth 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, 27th May 2021 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 2020, together with the reports of the Auditors and Audit Committee thereon.
- To declare a Dividend.
- To elect/re-elect Directors.

Notice is hereby given, in accordance with sections 278 and 282 of the Companies and Allied Matters Act, 2020, that Mr. Edmund Onuzo, a director in the Company and Chairman of the Board of Directors, who offers himself for re-election is above 70 years of age.

- To authorize the Directors to fix the remuneration of the Auditors.
- To disclose the 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 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. Mrs. Oludewa Thorpe
5. Sir. Sunny Nwosu	6. Mr. Nornah Awoh
7. Mr. Kolawole Durojaiye	8. Mr. Adekunle S. Adedoyin

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, 28th May 2021 to holders of shares whose names appear in the Register of Members at the close of business on Friday, 23rd April 2021, 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, 26th April 2021 to Thursday, 6th May 2021, 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) 2019, 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 is 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. A list of the unclaimed dividend 2020 can be accessed on the Company's website at www.gsk.com/ng.

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 2020 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 2020 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 13th day of April 2021.

By Order of the Board



Uche Uwechia, Esq.
Company Secretary

FRC/2013/NBA/0000001970

GlaxoSmithKline Consumer Nigeria PLC

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

Dated this 12th day of April 2021.

Proxy Form

50TH ANNUAL GENERAL MEETING OF GLAXOSMITHKLINE CONSUMER NIGERIA PLC TO BE HELD AT 11.00 A.M. ON THURSDAY, 27 MAY 2021 AT ITS HEAD OFFICE, GSK NIGERIA HOUSE, 1, INDUSTRIAL AVENUE 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, Mrs. Oludewa Edodo-Thorpe or failing her, Sir. Sunny Nwosu or failing him, Mr. Nornah Awoh or failing him, Mr. Kolawole Durojaiye or failing him, Mr. Adekunle Adedoyin as my/our Proxy to act and vote for me/us at the Annual General Meeting of the Company to be held on 27th May 2021 and at any adjournment thereof.
Dated this.....day of.....2021

Signature

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 (the 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 as approved by the Board and the Commission. A member of the Company entitled to attend and vote at the meeting is entitled to appoint any of the approved proxy to attend and vote in his / her / its place. 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"/>	Mrs. Oludewa Thorpe	<input type="checkbox"/>
Sir. Sunny Nwosu	<input type="checkbox"/>	Mr. Nornah Awoh	<input type="checkbox"/>
Mr. Kolawole Durojaiye	<input type="checkbox"/>	Mr. Adekunle S. Adedoyin	<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	ABSTAIN
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. Oussama Abbas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
II. Mr. Edmund Onuzo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
III. Mr. Mark Pfister	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
IV. Mr. Bosco Kirugi	<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 disclose the remuneration of Managers of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Members of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business (Ordinary Resolution)			
6. To fix the remuneration of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 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"/>

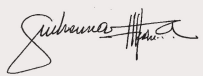
Please indicate with 'X' in the appropriate space how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.

GLAXOSMITHKLINE CONSUMER NIGERIA PLC 50TH 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 corporate Head Office, GSK Nigeria House, 1, Industrial Avenue, Ilupeju, Lagos at 11.00 a.m. on Thursday, 27th May 2021.

.....
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