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The Directors  
GlaxoSmithKline plc  
GSK House  
980 Great West Road  
Brentford  
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TW8 9GS

99025

6 February 2003

Dear Sirs,

## Notice of resignation as auditors

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, we have agreed with you that the new firm, PricewaterhouseCoopers LLP will be replacing us as auditors.

In accordance with Section 392 of the Companies Act 1985, we give notice that we are resigning as auditors of GlaxoSmithKline plc, registered number 3888792 and its subsidiaries, as listed in Appendix A, with effect from 6 February 2003.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of GlaxoSmithKline plc.

Yours faithfully,

*PricewaterhouseCoopers*

PricewaterhouseCoopers



## Appendix A

### List of GlaxoSmithKline plc UK subsidiaries

Company Name	Co. Number
Beecham Brands Limited	182130
Beecham Group p.l.c.	227531
Burroughs Wellcome International Ltd	543757
Clarges Pharmaceuticals Ltd	100583
Dealcyber Limited	3541898
Diversified Health Systems Limited	300462
Eskaylab Limited	99025
Glaxo Group Ltd	305979
Glaxo Operations UK Ltd	711851
Glaxo Properties Ltd	535440
Glaxo Wellcome Healthcare Ltd	322828
Glaxo Wellcome Holdings Limited	3802126
Glaxo Wellcome UK Ltd	480080
GlaxoSmithKline Capital plc	2258699
GlaxoSmithKline Caribbean Limited	522215
GlaxoSmithKline Export Ltd	2433585
GlaxoSmithKline Finance plc	242686
GlaxoSmithKline Holdings (one) Limited	4130101
GlaxoSmithKline Research & Development Ltd	835139
GlaxoSmithKline Services Unlimited	1047315
GlaxoSmithKline Vehicle Finance Ltd	3528193
Horlicks Limited	210281
Optimal Healthcare Solutions Ltd	2996205
S.R. One Limited	810349
Saxet (UK) Limited	1134318
Setfirst Limited	2332323
Smith Kline & French Laboratories Limited	52207
SmithKline Beecham (Export) Limited	2860752
SmithKline Beecham (H) Limited	3296131
SmithKline Beecham (Investments) Limited	302065
SmithKline Beecham (Mauritius) Limited*	295756
SmithKline Beecham (SWG) Limited	190223
SmithKline Beecham Animal Health Limited	893936
SmithKline Beecham Corporate Capital Ltd	3602865
SmithKline Beecham Holdings (UK) Limited	3890815
SmithKline Beecham International Limited	2298366
SmithKline Beecham Laboratories (Australia) Limited	134204
SmithKline Beecham Liaison Services Limited	210520
SmithKline Beecham Marketing and Technical Services Limited	494385
SmithKline Beecham Motor Leasing Limited	95704
SmithKline Beecham Nominees Limited	503868
SmithKline Beecham Overseas (No. 2) Limited	2844223
SmithKline Beecham Overseas Limited	2552828
SmithKline Beecham plc	2337959
SmithKline Beecham Research Limited	229017
Stafford-Miller Ltd	318499
Stafford-Miller Re Ltd	2763413
The Wellcome Foundation Ltd	194814
Wellcome Limited	1955498
Glaxochem (UK) Unlimited	4299472
GlaxoSmithKline UK Limited	4310159
G1 Investments Ltd	4363346