

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

GSK CONSUMER HEALTHCARE HOLDINGS (NO.3) LIMITED

registered in England under number 13401293 with its registered office at 980 Great West Road, Brentford, England, TW8 9GS (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006 (the "Act")

SPECIAL RESOLUTION

That, with effect from the Company having been notified that GlaxoSmithKline Panama S.A. ("GSK Panama") and GSK Consumer Healthcare Holdings (US) Inc. ("GSKCHH (US)") have entered into a binding share exchange agreement pursuant to which GSK Panama agrees to transfer all of the non-voting preference shares in the Company in issue as at the date of that agreement to GSKCHH (US), subject to the satisfaction of certain conditions, the Company's articles of association be amended as follows:

- (A) delete the text of Article 22 (*Appointment and removal of directors by majority shareholders*) in its entirety; and
- (B) insert the following text in substitution of the deleted text as the new Article 22 of the Company's articles of association:

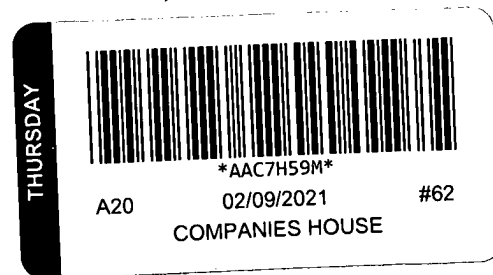
**"22. Appointment and removal of directors by majority shareholders**

A shareholder or shareholders holding a majority in nominal value of the issued shares (which, for the avoidance of doubt, shall not include any shares that, according to their terms, have no voting rights save in respect of matters requiring class consent) may by notice in writing signed by or on behalf of him or them and delivered to the registered office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person who is willing to act, and is permitted by law to do so, to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed). The appointment or removal takes effect immediately on deposit of the notice or on such later date (if any) specified in the notice."

By order of the board:

  
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Name: John Sadler  
Director



24 August 2021

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of this written resolution. GSK Consumer Healthcare Holdings (No.5) Limited is the only member of the Company who is eligible to vote on the resolution (the "**sole eligible member**").
2. The circulation date of this written resolution is 24 August 2021 (the "**Circulation Date**").
3. The procedure for signifying agreement by the sole eligible member to a written resolution is as follows:
  - (i) the sole eligible member signifies its agreement to a proposed written resolution when the Company receives from it (or someone acting on its behalf) an authenticated document:
    - (A) identifying the resolution to which it relates, and
    - (B) indicating its agreement to the resolution;
  - (ii) the document must be sent to the Company in hard copy form or in electronic form;
  - (iii) the sole eligible member's agreement to a written resolution, once signified, may not be revoked; and
  - (iv) a written resolution is passed when the sole eligible member has signified its agreement to it.
4. The period for agreeing to this written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

*[The rest of this page is intentionally blank.]*

# **AGREEMENT BY SOLE ELIGIBLE MEMBER TO WRITTEN RESOLUTION**

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that it shall take effect as a special resolution.

For and on behalf of

**GSK CONSUMER HEALTHCARE HOLDINGS (NO.5) LIMITED**



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24 August 2021

Name: John Sadler  
Director